



# 2554

## รายงานประจำปี

บริษัท บ้านร็อคการ์เด้น จำกัด (มหาชน)

ANNUAL REPORT  
2011

**BAAN ROCK GARDEN**  
PUBLIC COMPANY LIMITED

# BAAN ROCK GARDEN suvarnabhumi

3Bedroom, 3Bathroom, Livingroom  
& Diningroom     Unit Size 240 m<sup>2</sup>





# BAAN ROCK GARDEN bypass 6@Phuket

3Bedroom, 3Bathroom, Livingroom  
& Diningroom Unit Size 156 m<sup>2</sup>



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General Information

Company Name : Baan Rock Garden Public Company Limited  
 ("BROCK" or "The Company")

Type of Business : Real estate development, particularly townhouses, single detached houses and commercial buildings for sales

Head Office : 601 Soi Ramkhamhaeng 39, Pracha-utit Rd. Wang Thonglang, Wang Thonglang, Bangkok 10310

Registration Number : PCL – 0107548000200

Homepage : <http://www.rockgarden.co.th>

Telephone : 662-934-7000

Fax : 662-934-7186

Other References

The Securities Underwriter : Thailand Securities Depository Company Limited  
 2<sup>nd</sup> Floor, Capital Marketing Academy Building,  
 2/7 Moo 4 (North Park Project) Vibhavadee-Rangsit Rd,  
 Tung Song Hong , Laksi , Bangkok 10210

Homepage : <http://www.tsd.co.th>

Telephone : 662-596-9000

Fax : 662-832-4994-5

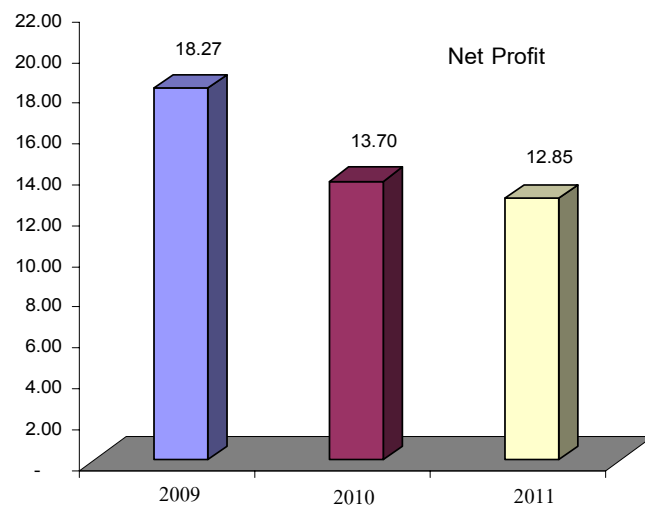
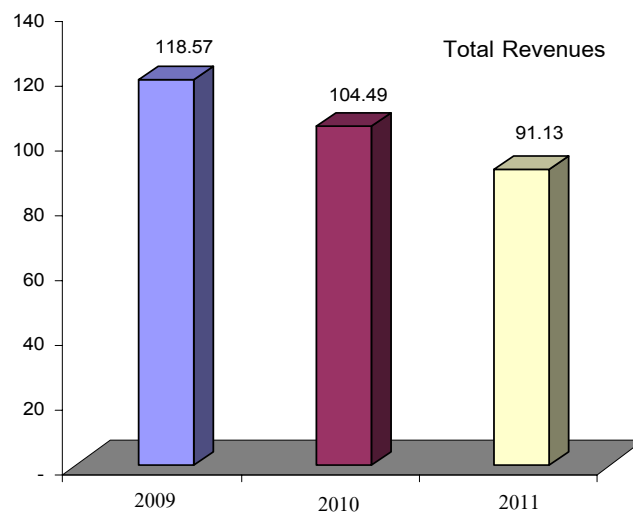
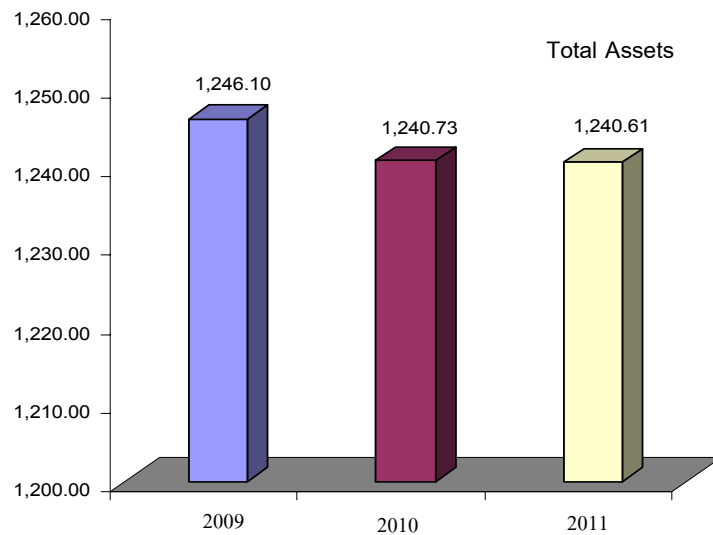
The Auditor : Mr. Somyot Wiwatapinai  
 Certified Public Accountant (Thailand) No.5476  
 SP Audit Company Limited  
 503/21 12<sup>th</sup> Floor, K.S.L. Tower. Sriyudhya Road,  
 Ratchathewi District, Bangkok 10400

Telephone : 662-642-6172-4

Fax : 622-642-6253

## Summary Financial Information

Summary Financial Information (Unit : M Baht)



## Summary Financial Information (Continued)

	Consolidated		change
	2011	2010	%
(Unit : Baht)			
Total Assets	1,240,613,980	1,240,727,952	(0.01)%
Total Liabilities	27,051,058	29,495,041	(8.29)%
Total Shareholders' Equity	1,213,562,923	1,211,232,910	0.19%
Total Revenue	91,126,470	104,492,062	(12.79)%
Revenue from Sales	85,850,900	101,597,704	(15.50)%
Gross Profit	38,084,409	43,387,250	(12.22)%
Profit from Sales	17,195,698	18,389,052	(6.49)%
Profit before interest expense and income tax	17,195,698	18,389,052	(6.49)%
Net profit	12,845,336	13,698,457	(6.23)%
<b>Per share data (Baht)</b>			
Net profit	0.013	0.014	(7.14)%
Dividend	0.010	0.010	0.00%
Book Value	1.214	1.211	0.19%
<b>Finance Ratio</b>			
Profit Margin	41.79%	41.52%	0.65%
Net Profit Margin	14.10%	13.11%	7.53%
Debt to Equity Ratio	0.02	0.02	(8.46)%
Return on Asset	1.04%	1.10%	(5.45)%
Return on Equity	1.06%	1.13%	(6.19)%

Message from the Board of Directors

At the beginning of 2011, the world's economy recovered from a recession before slowed down due to less confidence on higher unemployment rates of developed countries and public debts of European countries. However, it seems that developed countries are able to deal with this economic recession. The world's economy should continue to recover gradually in this year.

In 2011, Thai's economy was continuously expanding because of domestic economic conditions and expanded overseas supply. Many entrepreneurs increased product prices due to higher costs. However, the economy deteriorated dramatically due to the devastating floods covering large areas for several months, together with the world's economic recession. However, this circumstance occurred in a short period of time since the rehabilitation has been seen from existing investment, flood protection and new investment to take advantages over competitors.

The property development section continued to expand, but at a slower rate. Entrepreneurs and buyers suspended their decisions and waited for the Government's measures. Accommodation prices increased due to higher land prices, material prices and labor costs. However, competitions remained high so entrepreneurs were improving their management and construction efficiency to reduce their costs.

With the economic recession, flooding effect and severe competition, the company's performance was lower than that of the last year. However, we are committed to improve strategies and develop products to satisfy customer needs. Our personnel are also developed to perform their duties properly in current competition and situation. We aim to keep our profitability to that of the past year. In 2012, we will continue to strengthen our strategies and improve our products. With the operating plans mentioned above, we will operate our business carefully to ensure customer satisfaction and preserve our good reputation and image.

On behalf of Baan Rock Garden Public Company Limited and the Board of Directors, I would like to express our sincere gratitude to the shareholders, customers, business partners, employees, financial institutions and all related parties for constant support. We are committed to good corporate governance to maximum the benefit of all stakeholders.



(Mr. Virat Chinpraporn)

Chairman of the Board

Baan Rock Garden Public Company Limited



Report of the Chairman of the Audit Committee

To Shareholders

In the Annual Ordinary Meeting of the Shareholder on 31 March 2011, the independent directors and the members of the Audit Committee, a total of 3, namely, Mr. Surapol Satimanon, Mr. Chanchai Rohitsiri and Mr. Wanchai Methsuth, retired by rotation. The Meeting passed the resolution to re-elect all 3 retired directors to serve as the independent directors and the members of the Audit Committee for another term.

Later, in the Meeting of the Board of Directors on 9 August 2011, Mr. Chanchai Rohitsiri, the independent director and the member of the Audit Committee, resigned due to health problems and he was unable to perform his duties. The Meeting then proposed and appointed Mr. Preecha Jenthanavijit, the legal expert, to the vacant position. Therefore, the number of the independent directors and the members of the Audit Committee was 3. The members of the Audit Committee were not the company's management or staff and have eligible qualifications stipulated by the Securities and Exchange Law.

The Audit committee conducted four meetings in 2011, in pursuit of its roles and responsibilities in accordance with the Securities and Exchange law and the assignment of the Board of Directors. The summary of the Audit Committee report is as a follow:

1. Reviewed and examined transactions that may result in conflict of interest to ensure that the undertaking of such transactions were transparent and complied with policy and procedures on inter-company transactions.
2. Reviewed appropriateness of internal control system and reported internal audit result monitoring by inviting independent internal auditors and related management departments for explanation in order to make them realize about importance of internal control system.
3. Reviewed internal audit plan and operating results of independent internal auditors to enhance efficiency and effectiveness of internal audit operations.
4. Reviewed quarterly and annual financial statements, provided opinions and comments to ensure that financial statements fairly presented operating results and financial position of The Company as required by generally accepted accounting principles, and disclosed sufficient information.

5. Selected and proposed appointment of external auditor for 2011 as well as determined remuneration for external auditor to Board of Directors in order to propose to shareholders' meeting for consideration and approval.

6. Reviewed that the Company complied with Securities and Exchange Commission Act, regulations and rules of Stock Exchange of Thailand, and other laws related to the business of the Company.

The Audit Committee would like to summarize about the governance of the Company for 2011 that the Audit Committee had duly adhered to the independence on conducting the duties and providing opinions and comments that were useful to the Company, all shareholders, and other stakeholders. The Audit Committee had received excellent cooperation from related persons, managements, and other parties.



(Mr. Surapol Satimanon)

Chairman of the Audit Committee

15 February 2012

## Nature of Business

### Company Background and Significant Developments

Baan Rock Garden Public Company Limited, (“Company” or “BROCK”), was formerly known as Chucheeep South Group, Co., Ltd. The Company was established on February 5, 1990, by the Silaprarat family, who had extensive experiences in land trading in Bangkok and other major cities of Thailand, such as Chiang Mai, as well as coastal provinces like Rayong and Phuket. They also conducted business on trading of allocated vacant land in Soi Vatcharapol, Bangkok, known as the “Agricultural Garden” project.

Since the Silaprarat family has spot the increasing opportunity of the property development, they have decided to enter the real estate development business by using the same executive team from the Rock Garden Group, Co., Ltd.. This has demonstrated the capabilities and the extensive experiences in real estate and resort business.

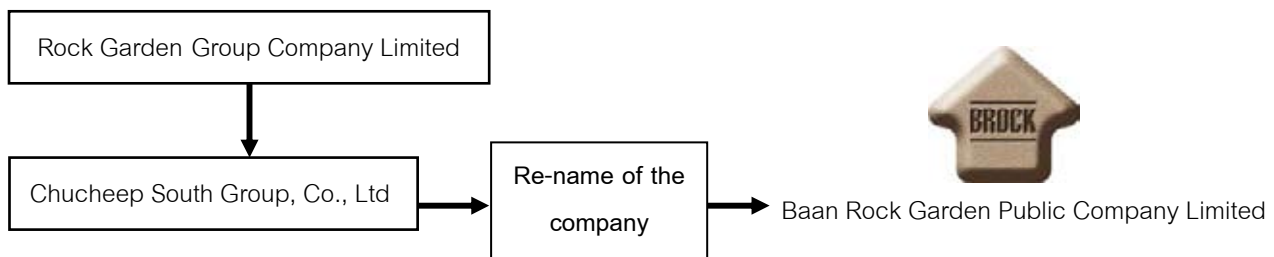


Chart: Re-organizational structure of the company

Following the corporate restructuring and the transfer of executives from Rock Garden Group Company Limited, the Company has since concentrated on operating in the real estate business. BROCK’s primary objective is to efficiently utilize all the land in its possession in Bangkok and Phuket. The Company also continuously seeks to acquire allocated land with high potential for profitable development projects.

The Company fully outsources its project design, project construction and project marketing in order to effectively control its expenses, and to promote the performance of the executive and management team.

The following information illustrated key developments of the Company during the past 5 years:

October 2, 2006	The Company signed a trade agreement with external persons to acquire some land of 32-3-58 rai in total size in Samut Prakarn, (8 kilometers from the Suvarnabhumi International Airport), to accommodate BROCK's future real estate projects. The total investment value of this land acquisition was 58.50 million Baht, with the deposit amount of 7.00 million Baht. The Company also fully paid the outstanding balance on November 16, 2006.
March 1, 2007	The Company began to develop the 32-3-58 rai land in Samut Prakarn, as the site for Baan Rock Garden Airport, Phase 1 and Baan Rock Garden, Phase 2, which consist of 2-storey townhouses, 2-storey duplexes and 2-storey detached houses. The total value of both projects is Bt. 579.97 million Baht.
June 2, 2007	<p>The Company entered a joint venture with a group of Swedish investors and a group of Thai investors in the proportion of 50:50. The joint venture was titled "Yamu Property Development, Co., Ltd." The company has 4 Board Members, namely Mr. Virat Shinprapinporn, Mrs. Naowanit Silaprarat and 2 representatives from the Swedish group. The authorizing directors include either one of Mr. Virat Shinprapinporn or Mrs. Naowanit Silaprarat and either one of the two Swedish directors. The purposes of this joint venture include:</p> <ul style="list-style-type: none"> <li>● A beach hotel</li> <li>● A villa and a condominium</li> <li>● A yacht marina</li> </ul>
June 29, 2007	The Company merged with Navathep Co., Ltd., which was a subsidiary that the Company held 100% shares of. All assets and liabilities were transferred to BROCK, including approximately 500 rai of land in Phuket. The merger was called "Baan Rock Garden, Public Company Limited."
October 18, 2007	After the Company had purchased the land of 32-3-58 rai in Samut Prakarn, in 2007 the Company also acquired an adjacent piece of land of 42-1-41 rai from another external person to use for the development of "Baan Rock Garden Airport" projects.
January 2008	There were 10 phases in Baan Rock Garden Bypass 6 Project. The Company started Phase 1 of the project in the area around 23-2-42.2 rai. The Company would gradually developed Baan Rock Garden Bypass 6 Project for all 10 phases.



June 2008	The Company received apportion permission for Baan Rock Garden Airport Phase 2 Project. The project area was around 17-3-14 rai. This project encompassed 2-storey duplexes and 2-storey detached houses.
October 2008	The Company started the development of Baan Rock Garden Airport Phase 3 Project. The project area was around 40-2-42.6 rai. This project encompassed 2-storey duplexes and 2-storey detached houses.
January 2009	The Company launched the Baan Rock Garden Bypass 6 Phase 1 Project of 49 units. The project encompassed 2-storey detached houses and the project area was around 23 – 2 – 42.2 rai.
February 2009	The Company started the construction of the Baan Rock Airport Phase 2 Project of 137 units. The project encompassed 102 units of duplex houses and 35 units of 2-storey detached houses. The project area was 17 – 3 – 14 rai.
March 2009	The Company started the development project of Baan Rock Garden Bypass 6 Phase 2 by readjusting the land. The project area was 27 – 3 – 11.2 rai.
May 2009	The Company developed the utilities of Baan Rock Garden Bypass 6 Phase 2 Project.
June 2009	The Company completely developed the utilities of the Baan Rock Airport Phase 3 Project.
January 2010	The company already set drainage water systems and constructed roads in Baan Rock Garden By-pass 6 phase 10.
October 2010	The company improved the surrounding landscapes of Baan Rock Garden By-pass 6 Phase 2 in order to keep the construction on a project plan.
August 2011	The Company supported the establishment of Baan Rock Garden Airport Juristic Person by residents of Baan Rock Garden Airport Phase 1 Project.
October 2011	The Company employed The Coach Sales And Marketing Co., Ltd., as a project sales agent of Baan Rock Garden Airport Project; and also terminated the sale agreement with S M Properties Management Co., Ltd., on the same month.
November 2011	The Company transferred ownership rights on facilities and public parks in Baan Rock Garden Airport Phase 1 Project to Baan Rock Garden Airport Juristic Person.

#### Overview of Company's Business

Baan Rock Garden Public Company Limited conducts its business in real estate sector, with focus on the development of single-attached houses, townhouses and commercial building. The Company primarily develops its real estate under the project title "Baan Rock Garden" in Bangkok and other major provinces that have displayed rapid economy growth and potential for further growth, such as Phuket , Samuthprakarn and Rayong. The Company's current projects comprise the following:

1. “Rock Garden Home 1” and “Rock Garden Home 2” projects. Both projects comprise 2-storey townhouses and 4.5-storey commercial buildings that the Company acquired from ROCK GROUP, the Company’s associate company, in September 2003. They were the remaining 91 available units of the projects that ROCK GROUP hadn’t previously sold.

2. “Baan Rock Garden Meng-Jai” project. This project was the Company’s first development project, which was introduced to the market in February 2004. The project comprises 63 units of 3-storey semi-home-office townhouses, located on Pracha-utit Road, Bangkok.

3. “Baan Rock Garden Bypass” project. The Company’s second development project is a large project, primarily located in the vicinity of Phuket Bypass Road, which is the province’s major district. The project is divided into 6 development phases.

3.1) “Baan Rock Garden Bypass 1.” The project consists of 91 units of single-storey townhouses.

3.2) “Baan Rock Garden Bypass 2.” The project comprises 84 units of single-storey townhouses and 15 units of 2.5-storey commercial building.

3.3) “Baan Rock Garden Bypass 3.” The project includes the total of 90 units of duplex houses, single-storey detached houses, 2-storey detached houses and home offices.

3.4) “Baan Rock Garden Bypass 4.” The project consists of 82 total units of duplex houses, single-storey detached houses, 2-storey detached houses and home offices.

3.5) “Baan Rock Garden Bypass 5.” The project is made up of 94 total units of duplex houses and 2-storey detached houses.

3.6) “Baan Rock Garden Bypass 6.” The project is divided into 10 development phases. The project is made up of 580 total units of 2-storey detached houses.

3.6.1) “Baan Rock Garden Bypass 6 Phase 1.” The project is made up of 49 total units of 2-storey detached houses.

4. “Baan Rock Garden Airport” Project. The project is located on Onnuch-Ladkrabang highway, Amphur Bangsolthong, Samuthprakarn province. Currently, the first phase has been opened for sales.

4.1) “Baan Rock Garden Airport, Phase 1.” The project consists of 129 units of 2-storey townhouses and 2-storey duplexes.

4.2) “Baan Rock Garden Airport, Phase 2.” The project comprises 137 units of 2-storey detached houses and 2-storey duplexes.

5. The Company entered into a joint venture with a group of Swedish investors and a group of Thai investors, in the proportion of 50:50. A development project will be developed under the umbrella of this joint venture on 500 rai of land in Tambol Pa Klog, Amphur Talang, Phuket. The project is made up of a beach hotel, a villa, a condominium and a yacht marina.

## Future Projects

### “Baan Rock Garden Airport Project”

The Company has launched 2 projects of Baan Rock Garden Airport, namely, Baan Rock Garden Airport Phase 1 and Baan Rock Garden Airport Phase 2. In 2011, the Company recognized incomes from Baan Rock Garden Airport Phase 1 and Phase 2 i.e. 2-stoery townhouses, 2-stoery semi-detached houses and 2-stoery detached houses.

For the year 2012, the Company plans to construct Baan Rock Garden Airport Phase 2 (17-3-14 rai). This project comprises 2-stoery semi-detached houses (102 units) and 2-stoery detached houses (35 units). The project is expected to be finished 100%. In addition, facilities of Baan Rock Garden Airport Phase 3 (40-2-4.6 rai) had been developed. To be constructed at the end of 2012, this project consisted of 2-stoery semi-detached houses and 2-stoery detached houses.

### “Baan Rock Garden Bypass Phase 6 Project”

The company has already completed 5 projects in Phuket which are the Baan Rock Garden Bypass 1 project, Baan Rock Garden Bypass 2 project, Baan Rock Garden Bypass 3 project, Baan Rock Garden Bypass 4 project and Baan Rock Garden Bypass 5 project. These projects with total areas of 57-1-81.3 rai (from the end of 2004 to 2007) are located on the bypass road in Phuket.

After the completion of the abovementioned projects, the company has started their future property development projects. These future projects include the Baan Rock Garden Bypass Phase 6 project with the areas on the bypass road of 235-1-18.5 rai (after deducting the areas of 25-1-25 rai where the electric poles are located, as such, the company has turned that into a public park). This project is located in a good location which is considered to be the main location in Phuket with its growth potential as it is located along the bypass road and close to the Central Festival Department Store and Tesco Lotus. The company's objective is to continue its property development whereby the project shall offer 2 storey detached houses with plot of land. The Baan Rock Garden Bypass 6 project has 10 phases with total 580 units. In 2009, the Company launched Baan Rock Garden Bypass 6 Phase 1 Project comprising 49 units (23-2-42.2 rai) and realized incomes on March 2010. The Company continued to develop facilities of Baan Rock Garden Bypass 6 Phase 1 and Phase 10 Project. Sources of capital were from operating cash flow and / or loans from financial institutions.

For the year 2012, the construction of Baan Rock Garden Bypass 6 Phase 1 Project will be completed 100%. The Company plans to develop Baan Rock Garden Bypass 6 Phase 2 Project in the middle of the next year.

**“Joint investment project with the foreign investors”**

The company has established the joint venture under the name of Yamoo Property Development Co., Ltd. whereby the joint investment between the Swedish investors and the Thais is at 50:50. There are 4 directors at this joint venture, comprising of Mr. Virat Chinprapinporn, Mrs. Naowanit Silaprarat and 2 Swedish investors. The authorized persons which are either Mr. Virat Chinprapinporn or Mrs. Naowanit Silaprarat shall sign with one of Swedish investors. The objective of this joint venture is to build the hotel that is near the sea, weekend houses, condominium, and yacht dock. This project has the areas more than 500 rai and is located at Amphur Thalang, Phuket.

**“Baan Rock Garden Project at Soi Watcharaphon”**

The company has the plot of land of 3-2-68.9 rai at Soi Watcharaphon whereby the company has planned to start its development project after the road construction linking Nimitmai Road and Rattanakosin Sompote Road via outer ring has completed. This new road shall pass at the front of the project. This project is to construct the commercial building which is the future project of the company. The appraisal value of this plot of land has increased as partial plot of lands in the area have been under acquisition so that the road can be expanded and this can be the intersection between the new road from Phaholyothin Road and Rattanakosin Sompote Road. As such, this has made the company's plot of land to be close to the abovementioned road. Besides the progress on the new road construction, the government has already paid for the land acquisition and shall start constructing the link from Rattanakosin Sompote Road to Phaholyothin Road.

**“Baan Rock Garden Baan Pae Project”**

This project has the area of 104 rai which is located on the Sukhumvit Road and close to the community. This plot of land is located along the hill side and close to the sea which makes it suitable for developing the residential areas. The company shall construct the commercial building, detached houses and hill side detached houses whereby this shall be the highlight of this project. The target customers of the company are the local who may want to own the weekend houses and the foreigners who are looking for houses. With the potential of Tamboon Baan Pae which is the most popular tourist attraction in Rayong, there are a lot of tourists visiting Tamboon Baan Pae each year. One of the popular tourist destinations is Koh Samet. Of that number, several tourists are looking for houses. As for the progress of this project, it is on the process of studying the project structure.



## Revenue Structure

The records highlight the Company's revenues, classified by project development, from 2009 to 2011 as follows:

**Table: Revenue Structure of BROCK and Subsidiaries, Classified by Project Development**

Revenue Types	Generating Projects	2009 Total		2010 Total		2011 Total		
		Revenues (Bt. mil.)	%	Revenues (Bt. mil.)	%	Revenues (Bt.mil.)	%	
1 Revenues from development projects								
1.1 Sales of town houses and 2.5 floors commercial building in Bypass 2 (1 unit in 2009 and 1 units in 2010)	Baan Rock Garden Bypass 2	1.95	1.64	2.45	2.34	-	-	
1.2 Sales of semi-detached houses, detached houses , 2 storey houses and home office building (3 units in 2009 , 2 units in 2010 and 1 units in 2011)	Baan Rock Garden Bypass 3	7.63	6.44	5.05	4.83	3.09	3.39	
1.3 Sales of semi-detached houses, detached houses, 2 storey houses and home office building (4 units in 2009 , 1 units in 2010 and 2 units in 2011)	Baan Rock Garden Bypass 4	10.23	8.63	2.55	2.44	5.05	5.54	
1.4 Sales of semi-detached houses, detached houses and 2 storey houses (4 units in 2009)	Baan Rock Garden Bypass 5	11.34	9.56	-	-	-	-	
1.5 Sales of 2 storey houses (6 units in 2010 and 8 units in 2011)	Baan Rock Garden Bypass 6	-	-	24.57	23.48	35.08	38.49	
1.6 Sales of town houses and semi-detached houses (39 units in 2009 , 26 units in 2010 and 9 units in 2011)	Baan Rock Garden Airport 1	64.62	54.50	47.90	45.77	15.63	17.15	
1.7 Sales of semi-detached houses and 2 storey houses (7 units in 2009 , 8 units in 2010 and 10 units in 2011)	Baan Rock Garden Airport 2	18.58	15.67	19.08	18.23	27.00	29.63	
2. Other Revenues		4.22	3.56	3.05	2.91	5.28	5.79	
Total Revenues		118.57	100.00	104.65	100.00	91.13	100.00	

: The sales of Baan Rock Garden Bypass 5 was completed in 2009

Present Projects

Table Existing Projects: BROCK's Current Real Estate (Houses and Land) Projects

1) Samuthpra-karn

Projects	Locations	Property Types	Project Start Date	Opening Date	Investment Value (Bt. million)	Progress		Price Range (Bt.million)	Project Size (Rai)	Project Total		Remaining Units (As of Dec. 31, 2011)		Sold Units (As of Dec. 31, 2011)			
						Investment Paid	% Completion			Units	Sales Value (Bt. mil.)	Units	Sales Value (Bt. mil.)	Units	Sales Value (Bt.mil)	To be transferred	
Baan Rock Garden Airport Phase 1	Onnuch-Ladkabang Road Amphur Bangsolthong	2-storey townhouses	Jun. 2007	Aug. 2007	136.44	136.44	100	1.57-1.84 1.80-2.63	11-3-60.7	117	225.53	3	5.22	113	188.76	1	1.84
		2-storey duplexes								12		5	12.45	7	17.26	-	
		Total								129		8	17.67	120	206.02	1	1.84
Baan Rock Garden Airport Phase 2	Samuthprakarn	2-storey duplexes	Jun.2007	Mar. 2008	213.60	203.99	98	2.35-2.6 3.25-3.6	17-3-14	102	386.49	79	205.40	21	49.80	2	5.46
		2-storey detached								35		30	108.00	4	13.18	1	4.63
		Total								137		109	313.40	25	63.00	3	10.09
Total										266	612.02	117	331.07	145	269.02	4	11.93

2) Phuket

Projects	Locations	Property Types	Project Start Date	Opening Date	Investment Value (Bt. million)	Progress		Price Range (Bt. mil.)	Project Size (Rai)	Project Total		Remaining Units (As of Dec. 31, 2011)		Sold Units (As of Dec. 31, 2011)			
						Invest-ment Paid	% Comple-tion			Units	Sales Value (Bt.mil.)	Units	Sales Value (Bt. mil.)	Units	Sales Value (Bt.mil.)	Units	Sales Value (Bt.mil)
Baan Rock Garden Bypass 3	Phuket Bypass Road. (Baan Tung-Ka – Baan Sapum Road) near Chalempriak Road)	Duplexes	Mar. 2005	Nov. 2005	102.00	102.00	100.00	1.49-3.2	14-1-56.7	54	181.52	-	-	54	84.60	-	-
		1-storey houses								9		-	-	9	22.14	-	-
		2-storey houses								17		-	-	17	46.03	-	-
		2.5-storey home office								10		6	17.40	4	11.35	-	-
		<b>Total</b>								<b>90</b>		<b>6</b>	<b>17.40</b>	<b>84</b>	<b>164.12</b>		
Baan Rock Garden Bypass 4	Sapum Road) near Chalempriak Road)	Duplexes	May. 2005	Jul. 2006	93.94	93.94	100.00	1.49-3.2	11-2-38.3	52	167.57	-	-	52	84.68	-	-
		1-storey houses								6		-	-	6	14.86	-	-
		2-storey houses								9		-	-	9	26.23	-	-
		2.5-storey home office								15		4	11.60	9	24.70	2	5.50
		<b>Total</b>								<b>82</b>		<b>4</b>	<b>11.60</b>	<b>76</b>	<b>150.47</b>		
Baan Rock Garden Bypass 6	Amphur Muang Phuket	2-storey detached	Aug. 2008	Aug. 2009	175.28	166.52	95	4.29-5.20	29-2-10.22	49	216.97	29	124.41	13	59.80	7	32.76
		<b>Total</b>								<b>49</b>	<b>216.97</b>	<b>29</b>	<b>124.41</b>	<b>13</b>	<b>59.80</b>	<b>7</b>	<b>32.76</b>
										<b>221</b>	<b>566.06</b>	<b>39</b>	<b>153.41</b>	<b>173</b>	<b>374.39</b>	<b>9</b>	<b>38.26</b>
<b>Total</b>																	

## Competition and Market Conditions

### Economic Conditions in 2011 and Trends in 2012

For the properties markets, horizontal accommodation had been expanding due to positive factors on transportation in 2011. The Government developed and extended public transportation systems to suburban areas e.g. sky train extension phase, Airport Link project, etc. Convenient transportation drove consumer demand on horizontal accommodation. In addition, the Government launched several measures aimed at stimulating property development business. The major ones included the first-house policy and higher minimum wage scheme, resulting in increasing purchasing power and demand. However, the property markets had been affected from severe flood crisis at the end of 2011. Even the company's projects were not flooded; the company had been facing difficulty due to the project location in the red zone. Customers suspended their purchase decisions and some of them were not able to visit the projects. The income recognition on the end of Quarter 3 and on Quarter 4 then dropped from that of the last year.

After the flood crisis, the company had been launched marketing campaigns to stimulate purchase decision. With tax privilege schemes by the Government, the company will increase sales volume on the first quarter of 2012, a proper time to buy houses. It is expected that both consumers and entrepreneurs will face higher cost problems as follows.

1. **Loan to Value regulation** will be applied to mortgage loans for horizontal accommodation e.g. detached houses, semi-detached houses, townhouses, etc. The loan to value rate at 95% will be enforced for sale agreement made from 1 January 2013 onwards. Entrepreneurs having supply have to sell their projects as much as possible. However, such regulation does not affect to the company's project costs.

2. **Expiry of Land Appraisal List 1 January 2009 - 2011** From 1 January 2012, the Treasury Department will introduce the new land appraisal list for the period of 2012 – 2015. Land prices will be increased by 15 – 30% from the previous ones while land prices in some potential areas will rose by 50%. The new land price list will lead to high costs of buyers such as higher right transfer fees (2.0% of a land appraisal price).

Further than the aforementioned factors, the followings are potential obstacles and limitations of the market growth.



**1. Natural disaster :** The country's flood crisis in 2011 may affect behaviors of consumers facing such severe difficulty. Some consumers sensitive to flooding may prefer suburban areas not flooded or not affected with convenient transportation and large facilities e.g. large department stores, hospitals, main roads, etc. After they have suspended purchase decisions for a while, the company expects that their purchase power would be back to normal on the second quarter of 2012 and this problem will not have long-term effect. As a long-term risk management, the company will develop new projects in regional areas, especially major provinces e.g. Phuket, Rayong, etc.

**2. Increased interest rates of mortgage loans :** In the last year, increase in mortgage loan rates is lower than that of policy interest rates of the Bank of Thailand. It is forecasted that mortgage loan rates may rise on the beginning of 2012 but it is not a negative factor for purchase decisions. The company believes that banks will launch new campaigns on mortgage loan rates. Commercial banks with high credit targets will offer attractive interest campaigns to compete with state banks.

**3. Lack of labors and higher construction costs :** In 2012, entrepreneurs may confront with a lack of labors (both Thai and aliens) who migrated to other areas during a flood crisis. On the same time, prices of construction materials are increasing due to higher demand of government sectors. The Government tries to fix prices of construction items to assist general people fixing their accommodation but such prices would increase later. The increased prices have no direct impact on the company's project. The company has production management policies to control construction costs efficiently e.g. shorter construction period. However, construction quality remains unchanged and faster construction will create consumer's confidence as well.

### The Company's market

Baan Rock Garden, PLC is focusing on developing and selling housing and land to customer group with average income, with price ranging from Bt. 1.49 million Baht to 4 million Baht. The Company has a policy to standardize the quality of all its projects, under the brand "Baan Rock Garden," in order to build confidence in its products among all the customers. The Company's strategy to sustain and to expand its market share is as followed:

- 1) selecting convenient locations, by building projects in the vicinity of town centers and shopping malls.
- 2) Setting appropriate pricing for every project by considering general consumer behavior and purchasing power of people in the area, so they could make prompt decision upon acknowledging the prices.

- 3) Presenting all housing with standardized quality, built with high-quality and durable materials.
- 4) Constructing and transferring all houses in timely manner, which is the Company's most outstanding strength that has built its trustworthy image among the consumers.
- 5) Maintaining excellent relationship with customers through post-sales services, such as maintenance of the house structure, painting and ceiling, as well as setting up water and electricity system. The Company employs its own construction team specifically to offer such services.
- 6) Expanding the projects to other provinces with high potential.

### 1. Product Strategy

The Company consider to develop the project in the area which has a chance in the economic great. According to The Company has set a policy to fully outsource its project development team, in order to help the Company to effectively control its expenses and to develop projects that meet the needs and objectives by hired professionals. As a result, the Company's projects are designed to appear modern and architecturally unique. The houses are designed to be spacious and airy, yet sufficiently functional, with openings for sunlight to reach the interior to emphasize the energy conservation concept. Furthermore, the Company also contracts external resources for all project constructions, by employing appropriate and effective selection process. It also sets the specifications of the suitable construction materials that the contractors must use for the projects. The construction will be thoroughly monitored and inspected by the Company's Project Construction Department, until the constructed unit is delivered to the Company, in order to ensure that the constructions are performed effectively in every step up until the rights transfer to the customers.

### 2. Pricing Strategy

The Company sets its product prices by employing the cost-plus-margin method. However, in the final stage of pricing, the Company also takes into consideration the market demand and competition conditions at the time. The performance of real estate industry largely depends on 1) interest rates; 2) consumer's purchasing power; and 3) the country's economic growth rate.

### Distribution channel

The company has greatly emphasized on sales persons at the sales office as their distribution channel to provide service to the retail customers who have walked in. Such sales persons at the sales office are the marketing officers whereby these positions have been outsourced. The company has hired 1 team of external parties to be responsible for the projects in Bangkok and another team to respond for the projects in Phuket. These marketing officers have great knowledge and expertise in the real estate market of those areas for a long time.

## Impacts on environment

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## Risk Factors

### 1. Business operation risks

#### 1.1 Risks from slow down in economics

In 2011, the property development sector in Thailand slowed down even with several positive factors. Transportation systems were expanding to suburban areas. The Government launched stipulating measures such as first-house campaign and higher minimum wage rates. However, several negative factors affecting purchasing power of consumers occurred such as higher oil prices, higher good prices, higher policy interest rates (resulting in higher loan rates) and the effect of the flood crisis. The trading of properties in flooded areas was interrupted while that in non-flooded areas decelerated. However, the company has applied strategies on developing projects in potential areas and launching projects to satisfy needs of target groups. The company also has been developing projects in economic areas. Under risk factors and fluctuating economic conditions in the last year, the company is committed to maintain its performance and sustainable growth.

#### 1.2 Risks from dependence on contractors and construction labors

The Company does not own a subsidiary contractor; therefore, it has to hire contractors, along with labors. This poses some risks as the contractors may fail to complete the projects in time for the Company's delivery to the customers. To avert such risks, the Company has adopted an open auction, based on the project blueprint – (B.O.Q.) - for its contractor selection process. The Company's Project Construction Department will set a benchmark prices, then organize an open auction where interested contractors can equally participate. The Project Construction Department will then review all the submitted proposals for details of labor and material costs in order to determine which contractors offer the most cost effective proposal. The Company always requires that selected contractor sign work agreement with the Company, with the condition that the Company can fine the contractor in case of construction delay, and also claim for any damages caused by the contractor. In addition, the contractor must provide certain amount of deposits as guarantee of the work quality. Should the contractor abandons the unfinished project, the Company will take that amount of deposit, combined with the unpaid balance of the contract amount, to select new a contractor to continue the construction of the project to completion.

Furthermore, the Company generally minimizes the risk of dependence on any individual contractors by dividing the construction work among a number of contractors. To ensure the quality of contractors' construction as required. The work schedules were allocated more effectively to support contractors' liquidity, so that they can all meet the requirement, which will enable the Company to deliver the house to the consumer as planned.

### 1.3 Risks from join venture

By the resolution from the Shareholder's General Meeting, held on April 6<sup>th</sup>, 2007, the Company was authorized to take possession of all assets and liabilities of Navathep, Co., Ltd., (Navathep), a subsidiary in which the Company held 100% shares, and to liquidate Navathep's account. The decision was made to aid the Company's expansion and to improve management effectiveness. The transfers of assets and liabilities from Navathep took place on June 29<sup>th</sup>, 2007, at the book value. The assets included a 500-rai vacant coastal land in Amphur Talang, Phuket, on which the Company planned to develop a yacht marina, along with a condominium, a luxurious beach hotel and a resort. The Company planned to develop the project on this land under a joint venture with a group of foreign investors. On June 2<sup>nd</sup>, 2007, the Company purchased 50% of common shares of Yamu Property Development, Co., Ltd., which amounted to Bt. 1.0 million, in order to participate in the joint venture with a group of Swedish investors.

As a result of this joint venture, the Company bore the risk of losing the opportunity to develop its own project on this 500-rai piece of coastal land. However, the land is the Company's property, with no debt obligation. As such, the Company was not bound by any obligation, even in the case that the intended project couldn't be developed.

### 1.4 Risks from laws governing land allocation

Although the property market is considered a free market, the revisions and releases of new regulations, announcements and guidelines, which take place every 4 years, in consistent with the laws governing land allocation, can usually cause operational difficulties to real estate business owners, such as the construction delay and the consequent increase in operational expenses. The modified laws that pose the most problems include zoning and city planning, traffic planning and environmental preserving regulations, as they are likely to cause increases in the operational expenses of real estate business owners.

In building townhouses, the business owners would have to comply with the regulations in the Land Allocation Act, of 2000, regarding public safety and environmental preservation. For example, the owners are responsible for establishing water supply infrastructure, and they would have to provide an analysis on the effects of their projects on environment. The law also specifies many guidelines regarding lot allocation. For instance, to allocate the land for building a detached house, the allocated lot must be at least 10 meters in either its width or length, with the lot size of no less than 50 square wah. Furthermore, in order to distribute the land into 99 subordinate lots or less, (or land of less than 19-rai plot size), a road is required with 9 meters in the width of right of way and 6 meters in the width of pavement. Roads built on the land apportioned into 100 – 299 subordinate lots, (or land of 19-to-50-rai plot size), must have 12-meter-wide right of way and 8-meter-wide pavement. Finally, roads built on the land allocated into 300 – 499 subordinate lots, (or land of over-50-rai plot size), must have 16-meter-wide right of way and 12-meter-wide. In addition, in 2003, the law was passed to mandate all townhouse projects regulated by the Land Allocation Act, of 2000, to establish juristic persons to provide and manage all public infrastructures, such as hiring security guards and paying for water and electricity. The juristic persons must be registered within 180 days following the completion of all the public infrastructure

construction, such as roads, pavements and lamp posts, which will belong to the project owners for another one year before the juristic persons take possession of them. The project owners must also pay deposits for the public area to the juristic persons, hence increasing the expenses.

Another regulation that may create problems to the real estate business owner is the Bangkok City Planning Regulation, which was announced for immediate effect on May 16, 2006. This regulation, which is usually in effect for 5 years and may be renewed twice, The Department of Public Works and Town & Country Planning has extended the expiry of the ministerial regulations for a year (to expire on 15 May 2011). The owners of high rise buildings are likely to be impacted by this law because it imposed tighter restrictions on construction factors like floor-area ratio or open space ratio in certain zones of Bangkok. (The proportion of total area of built structures to the plot size of land – the floor-area ratio – is decreased, while the required ratio of a structure's open space to its total area – the open space ratio – is increased). The City Planning Regulation also set many additional requirements for road construction to minimize traffic problems, such as the sizes of roads connecting large buildings to public roads, and their location in relation to the nearest sky train stations. The regulation can cause business owners to bear higher costs when acquiring lands, which will consequently drive the higher prices of the units for sales.

These regulations may affect the Company's future income as it limits the number of units that can be built in its various projects due to larger space requirement. In addition, such limitations may induce higher unit price of the Company's houses. In addition, the limitations of the Land Allocation Act, of 2000, as well as any further official rules and guidelines introduced in the future, may be in conflict with the Company's future policy. However, these laws have no retrospective effects, thus the Company's current projects will continue to progress as planned. Moreover, the "Baan Rock Garden Bypass 6" project, which comprises of 10 phases, that the Company started to develop in 2007 on Phuket Bypass Road, is expected to generate sufficient income for the Company for the next 3 – 5 years. The project has already been permitted to be built by Phuket's local authority. In addition, the Company also plans to develop "Baan Rock Garden Airport, Phase 3" in Samut Prakarn province, near the Suvarnabhumi Airport, as a continuation from the "Baan Rock Garden Airport, Phase 1-2," which is currently in the process of document submission for approval by the authority. The Company plans to develop all these new projects by taking all the new laws into consideration, as well as regularly studying real estate market conditions. The Company believes it will be able to expand its operations in compliance with all the laws and regulations.





## 4. Management risks

### 4.1 Risks from Company's directors taking executive positions

The Company is currently under the management of the Silaprarat family, with Mr. Virat Chinprapinporn, an associate to the family, as the President, and Mrs. Naowanit Silaprarat as the Managing Director. The Company bears a certain level of risk, as both persons are, jointly, authorized Directors with authority to execute all of the Company's financial and legal transactions. In order to promote an adequate balance of authority, the Company operates under the following guidelines:

1. The Company appointed Audit Committee, comprising of 2 Independent Directors, to monitor its business operations.

1. The Company appointed Audit Committee, comprising of 3 Independent Directors, to monitor its business conduct.

2. The Executive Board and the Managing Director have no authority over connected transactions, acquisition or sale of the Company's important assets, and any transactions that may be a potential for conflict of interest involving the Company and its subsidiaries. If such transactions are necessary, they must be proposed for approval to the Company's Board of Directors or, (as appropriate), in the Shareholders Meeting.

3. The Company has established an Internal Audit Unit, comprising external individuals provided with appropriate rights to monitor the Company's operation. They report directly to the Audit Committee. The Internal Audit Unit conducts a review, with the Audit Committee, of the Company's operation every quarter, ensuring that it has effective and comprehensive internal control system and internal audit process. (More details are described in Section 2, topic "Internal Control")

## Corporate Governance

### Rights of Shareholders

The Company has given the importance on the equal right of all shareholders for example we regularly inform the shareholders of the progress of the business operation. All shareholders earn the equal right to question and express their views as well as advices on the Company's business operation on the company's website at [www.rockgarden.co.th](http://www.rockgarden.co.th).

In the Annual General Meeting of Shareholder, with the important of the voting rights of the shareholders, the company has sent shareholders the invitation letter and the meeting document 14 days before the commencement of the meeting whereby these letters shall be sent by Thailand Securities Depository Co., Ltd., the company's registrar. Moreover, the company has published the invitation letter and the meeting documents on the company's website at [www.rockgarden.co.th](http://www.rockgarden.co.th) approximately 30 days before the commencement of the meeting in order for the shareholders to study in advance. The annual report has also been published on the company's website approximately 14 days before the commencement of the meeting.

The shareholders have the opportunity to ask any questions on each agenda by contacting Miss Jantamat Hankimhunt, secretary of the company, via her E-mail address: [Jantamat@rockgarden.co.th](mailto:Jantamat@rockgarden.co.th), or reaching her at 02 – 9347000 ext. 309 at least 3 days before the commencement of the meeting whereby this should not be more than 7 days. Moreover, the shareholders could raise questions or express their opinions on any agenda during the meeting. The questions raised and the answers including the suggestions shall be recorded in the minute whereby this shall be published on the company's website at [www.rockgarden.co.th](http://www.rockgarden.co.th) in the form of video clip approximately 14 days after the commencement of the meeting. The company shall announce this information to the shareholders either directly or through the Stock Exchange of Thailand.

### Equal Treatments of Shareholders

To protect the fundamental rights of shareholders, the Company has made it its policy to support and value equal and indiscriminate treatments toward them, especially minority shareholders whose rights have been violated and should be compensated. As a result, the Company has resolved to adopt the following measures:

1. When arranging the Annual General Meeting of Shareholder, the shareholders are given the opportunity to propose additional agendas via the company's website, [www.rockgarden.co.th](http://www.rockgarden.co.th), or they could contact investor relations unit at 02-9347000 ext. 307 or fax at 02-9347186 for more information regarding the rules and procedures in proposing additional agenda. The company has also announced this information to the shareholders through the Stock Exchange of Thailand.

2. At shareholders' meetings, each agenda item will be strictly followed in the order published in the invitation letters. No additional agenda item shall be added without advance notice to the shareholders. The measure is to ensure that the shareholders have enough time to study relevant information before making decisions.
3. The Company proposes the names of all of its independent directors as an option for proxies. A shareholder may choose to be represented by any one of them. The proxy forms are also in line with the forms recommended by the Commerce Ministry, with the formats that allow the shareholders to dictate the direction of his votes. The measure is to encourage the shareholders to exercise their rights to attend the meetings and vote on each agenda item.
4. The Company promotes the use of voting tickets for all agenda items by printing them separately for each major issue. The shareholders can therefore vote as they deem appropriate. The voting tickets will be kept in the meeting rooms so that they may be counted and added to the votes cast in advance in the proxy forms before announcing the result of the voting in the meeting room.

#### Rights of Stakeholders

The Company valued the rights of all stakeholders such as the employees and executive of the Company and its subsidiaries, as well as outsiders such as trading partners, the public sector and related agencies to ensure a long-term success. The details are as follows:

- **Employees** : The Company has treated its employees fairly and paid them appropriately. Moreover, the company has offered various kinds of fringe benefits. These include the uniforms to all employees whereby the patterns shall be changed every 2 years, accident insurance for employees with operations risk, annual check-up, provident fund, accommodation with facilities for employees who work in provincial areas.  
For the human resource development, the company has trained several employees in order to enhance their knowledge and capability. The trainings include the use of some computer software, joint –seminar with the Stock Exchange of Thailand, Finance and Accounting training, etc.
- **Trading partners** : In purchasing goods and services from its trading partners, the Company has complied with trading terms and fulfilled its contractual obligations with integrity and transparency.
- **Creditors** : The Company has taken good care of and acted responsibly toward its customers. It has produced quality and standard products, maintained their confidentiality and set up a unit exclusively to deal with them. The company has also listened to recommendations and opinions provided by its customers. As such, the customer relations unit has been established in order to provide the after sales service to the company's customers.

- **Competitors** : The Company has competed within the frame word of good competition and avoided any dishonest strategy aimed at destroying them.
- **Communities** : The Company acts responsibly toward the environment of communities and the society by complying with any environmental law in order to avoid impacts towards the company, its community and any relating parties. The company has also paid great attention to the current environmental situation. Therefore, the company has regularly organized the activities to stop global warming annually.

Regarding the stakeholders' contributions, the stakeholders can file the complaints; give any clue on the misbehavior of the company's employees or behaviors that could bring a disgrace to the company by sending the letter to the Managing Director at 601 Soi Ramkhamhange 39, Prachauthit Road, Wangtonglang District, Bangkok 10310. After received the letter, the company shall consider only the complaint letter or suggestion made by the stakeholders who have provided their name, contact address, telephone number and E-mail address (if any) and have relation with the company. This information shall be kept confidential.

If the company has conducted the inspection and found some evident, the company shall proceed according to the laws and relevant rules and regulation, including report to the Board for justice and transparency so that all departments have been informed.

#### Disclosure and Transparency

Aware of the importance of adequate, accurate, inclusive, timely and transparent disclosure, the Company publishes its important information including financial and non-financial data on the website of the Stock Exchange of Thailand (SET) and of the Security and Exchange Commission (SEC) according to the criteria laid down by the SET and SEC.

Moreover, the company has established the investor relations unit (Tel: 02-9347000 ext. 307 or E-mail address: [nattaya@rockgarden.co.th](mailto:nattaya@rockgarden.co.th)) as a communication channel for the shareholders, investors and persons who are interested to learn more about the company can make inquiries regarding the company. The information that has been made public and informed to stakeholders is made available at the Company's website at [www.rockgarden.co.th](http://www.rockgarden.co.th) and updates are made regularly to ensure users can have convenient access to timely news and information in their best interests.

#### Corporate Governance

The Company gives the corporate governance of the Stock Exchange of Thailand a high priority as it is considered a vital system to the processes and structures of leadership and control. The corporate governance also facilitates responsibility for one's position through transparency and enhances corporate competitiveness as a mean to preserving capital and adding value to the Shareholder's equity in the long term. The corporate governance is a code of business ethics that protects various interested parties and society in the entirety. The principles of good corporate governance, which are:

## Policies on Corporate Governance

With the understanding of the importance of Policies on Corporate Governance, the Company's Board of Directors has set the policies focusing on the transparency of business operation, investigation and disclosure of information to the public and shareholders on a regular basis. We also give the attention to the internal control and auditing system including the effort to closely manage and control and the risks by taking into consideration the ethics of fair business operation to the customers, shareholders and stakeholders. The structure of the Executive Board is as follows:

Management Committee	3 persons
Non-management Committee	2 persons
Independent Committee	3 persons

The Board of Director has been elected by the company whereby each director shall have the term of 2 years. In order to enhance the management efficiency, the check and balance has been clearly put in place. As such, no employee shall have solely authority to sign or make decision. Moreover, a clear line of authority and segregation of function have been established. The structure of the management has been written in the annual report in order to be accordance with the good corporate governance of the Stock Exchange of Thailand. For more detail, please see "Management".

## Leadership and Vision

The board has actively participated in determining the policies, objectives, business plans and budgets of the Company, as well as supervised the management to ensure the business has been implements in line with the laid-down plans and budgets in an efficient and effective manner.

## Training and Development for Directors and the Management

It is a company's policy to encourage all members of the Board to undertake some training courses from Thai Institute of Directors (IOD) which are relating to their positions and responsibilities in order to enhance their knowledge and capability to efficiently govern the company. For the directors who have just been elected, each director shall be informed of the information of the company, rules and regulations, business model of the company, which is relevant to their duties. Moreover, various trainings shall be provided to such directors in order to continually enhance their knowledge. The training information shall be published on 56-1 and the annual report. For more details, please see "Directors' profile"



## The Board's remunerations

Although the company has not yet had the Remuneration Sub-committee, the company has an appropriate process to determine the remunerations. The Company has set a transparent policy to compensate all the Directors with remunerations and other benefits that are fair for their responsibilities and contributions. The Chairman of the Board authorized the remunerations to be paid to the Directors in 2011 to be no greater than 1.5 million Baht, to be increase from the 2010 remuneration by determining from the remuneration generally paid in the same industry.

- The meeting allowance for the Board and the Audit Committee 15,000 baht/ meeting

The remunerations of the management shall be accordance to the policy set by the Board whereby this shall be linked to the operation results of the company and the performance of each management. The performance evaluation shall be conducted according to the chain of command and the remunerations are in the form of salary.

### Conflicts of Interests

The Company has the policy to eliminate the conflicts of interest by allowing the audit committee to consider and approve the transactions. The audit committee will bring all issues to the Board of Directors' meeting for consideration where the stakeholders of the particular issue will be required not to vote for justice and best company's benefit purposes. The Company always operates the business according to the rules of the Stock Exchange of Thailand, and discloses details, value, contracts and other necessities in the annual report and Form 56-1. For the usage of inside information, the Company's policy indicates that the management must follow Section 59 of Stock & Stock Market Act, B.E.1992 and are not allowed to use inside information for personal benefits

## Business Ethics

The Company's Board of Directors and management promote the employee's honesty and responsibility to the stakeholders, shareholders and all parties concerned. This is important in order to build an organizational culture with social responsibility. The Company has required that the executive board conform the Best Code of Practices based on SET's guidelines.

## Corporate Social Responsibility

Baan Rock Garden Public Company Limited is committed to code of conduct, good governance and social responsibilities.

The Company therefore emphasizes on “Corporate Social Responsibility”, as its main policy, together with business operation. The Company supported non-profit organizations and launched projects and activities benefiting the public.

## Community



Baan Rock Garden Public Company Limited, with the collaboration of Wang Thong Lang Police Station, donated bicycles and gifts as prizes and gifts for children on the Child Day annually held at sport arena of Wang Thong Lang Police Station.

In addition, the Company donated money to purchase medical devices of intensive care units of Police General Hospital.

## Education

Baan Rock Garden Public Company Limited was aware of problems on children and youths in remote areas. The Company aimed to reduce financial problems and troubles; and to enhance their learning. The Company awarded scholarships, sport equipment and learning materials to teachers and students of Baan Takopidthong Military School located at Village No. 8, Suan Pueng Sub-district, Suan Pueng District, Rachaburi Province.



## Volunteer Spirit

- Blessing to His Majesty the King

To express the royalty to His Majesty the King, this activity is a part of the celebrations in honor of His Majesty the King's birthday anniversary and the Father's Day.

- Energy Saving and Resource Reservation Campaign

The Company promoted staff awareness on energy saving and resource reservation starting from internal initiatives such as reuse, reduction, recycle. The Company also encouraged staff behaviors on energy saving i.e. water energy or electricity energy by turning off after use.

- Management and Staff Participation in Social Sharing Activities

This is part of the Company's corporate social responsibility policy. The Company continued to share and return benefits to communities. Staff participated in donation to several foundations such as Child Protection Foundation, World Vision Foundation of Thailand, etc.

### Shareholder's Structure and Management

Baan Rock Garden Public Company Limited is the listed company in the Stock Exchange of Thailand with the details of the authorized capital as follows:

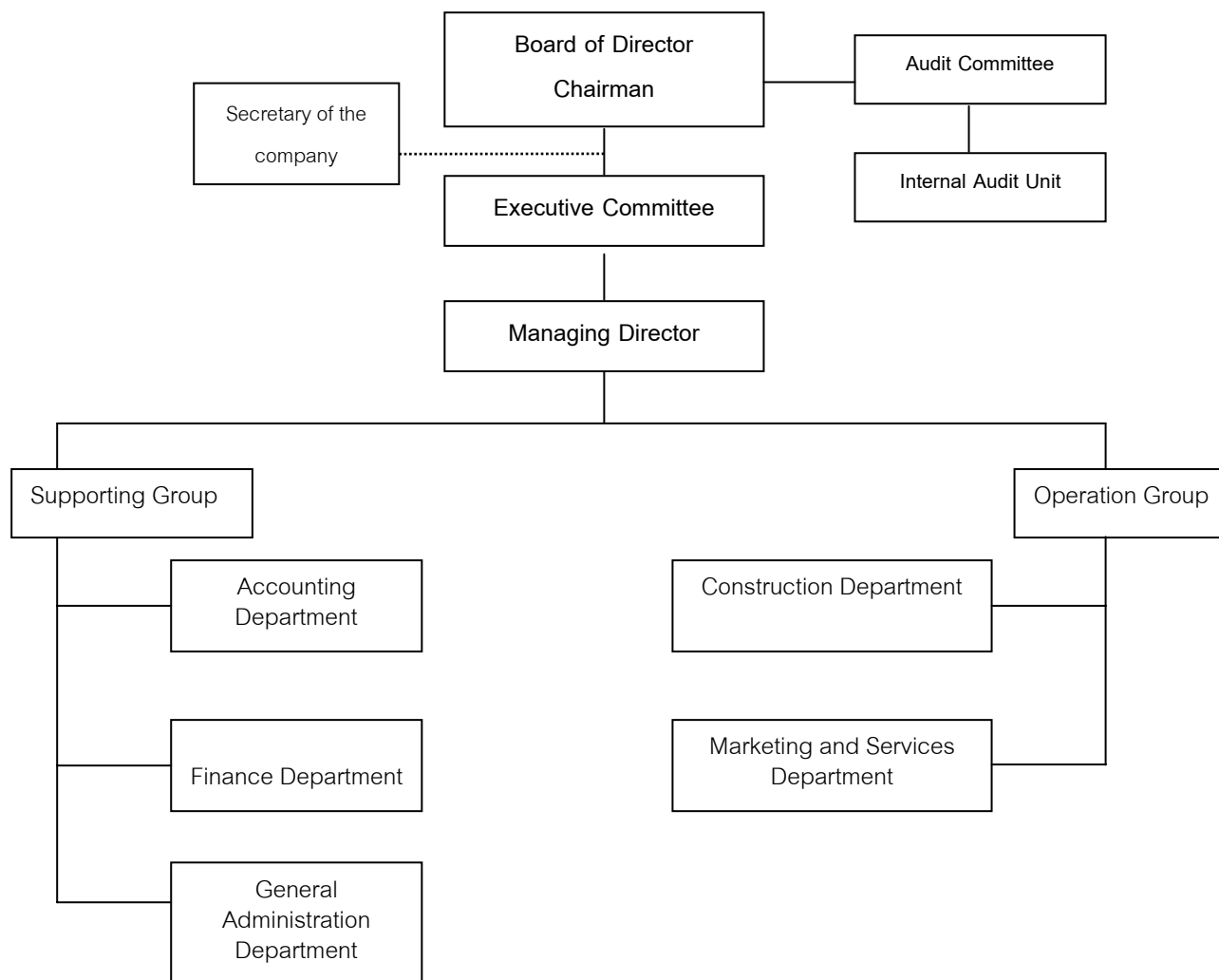
Items	No. of shares (million shares)	Amount (million baht)
Authorized capital	1,000	1,000
Paid-up capital	1,000	1,000

As of the book closing date on 11 March 2011 where the dividends shall be paid to shareholders on 25 April 2011, the lists of 10 major shareholders are as follows:

No.	Name of the person/ company	No. of shares (shares)	% of total shares
1	Mrs.Nongnoi Silaparat	255,577,650	25.56%
2	Mr.Virat Chinprapinporn	149,777,500	14.98%
3	Mr.Kittisak Suthamjariya	120,000,000	12%
4	Mrs.Naowaratlalit Kasetsuwan	51,221,750	5.12%
5	Mrs.Naowanij Silaparat	50,550,000	5.06%
6	Mrs.Naowanart Jamornmarn	50,165,750	5.02%
7	Ms.Naowaruij Silaparat	50,000,000	5.00%
8	Mr.Sompong Chonkadeedamrongkul	44,790,900	4.48%
9	Mr. Saksom Jamornmarn	20,581,700	2.06%
10	Mrs.Wirawan Rungwatanasopon	19,200,000	1.92%
Total holding shares		811,865,250	82.44%
Total all stock		1,000,000,000	

## Management

Corporate Structure of Baan Rock Garden Public Company Limited



## Management Structure

The Company's management structure consists of 3 committees, namely the Board of Directors, the Executive Committee and the Audit Committee.

## A) The Board of Directors

The Board of Directors comprise of the following 6 directors:

No.	Board Members	Positions
1.	Mr. Virat Chinprapinporn	Chairman of the Board
2.	Mr. Surapol Satimanont	Director / Independent and Chairman of Audit Committee
3.	Mr. Wanchai Mekasut	Director / Independent and Audit Committee
4.	Mr. Preecha Jenthanavijit	Director / Independent and Audit Committee
5.	Mrs. Naowanit Silaparat	Director and Managing Director
6.	Mrs. Naowarat Suthamjariya	Director
Miss.Jantamat Hankimhunt , the Department Head of Corporate Administration, is the Secretary to the Board of Director .		
Mr. Preecha Jenthanavijit has been appointed as the Independent And Audit Committee, since 23 August 2011.		

The total number of Board Meetings and the number of Board Meetings each Director  
attended during the years 2010 and 2011

No.	Board Members	2010	2011
		Number of Meetings attended / total number	Number of Meetings attended / total number
1.	Mr. Virat Chinprapinporn	4/4	4/4
2.	Mr. Surapol Satimanont	4/4	4/4
3.	Mr. Wanchai Mekasut	4/4	4/4
4.	Mr. Preecha Jenthanavijit	4/4	4/4
5.	Mrs. Naowanit Silaprarat	4/2	4/3
6.	Mrs. Naowarat Suthamjariya	4/4	4/3
Mr. Preecha Jenthanavijit has been appointed as the Independent And Audit Committee, since 23 August 2011.			

#### Scope of Authority and Responsibilities of the Board of Directors

1. The Board of Directors is responsible for ensuring that the activities of the Company conform to the objectives and rules of the Company, resolutions of the Shareholder meetings, as long as they abide by the law. The Board of Directors must also ensure that the Company's business conduct strictly follows the rules and regulations of the Stock Exchange of Thailand and the Securities and Exchange Commission of Thailand.
2. The Board of Directors establishes the Company's targets, directions, policies, operational plans and annual budgets, as well as reviews and evaluates the Company's performances. The Board of Directors sets the schedules and formats for performance reporting that the Company must follows.
3. The Board of Directors may appoint a number of Directors and/or Executives, as appropriate, to form an Executive Committee and assign them to manage the Company on their behalf. The Board of Directors will appoint one among the Executive Committee to be the Chief Executive Officer. The Board of Directors may only empower the Executive Committee to manage the Company within their scope of authority and responsibilities, as stated by the law, and they must clearly specify the scope of authority and responsibilities of the Executive Committee.
4. The Directors may not initiate a business that directly competes with the Company. They also may not become partners in any ordinary partnerships, general partners in any limited partnerships, or directors of any companies that pose direct competition to the Company.
5. The Board of Directors must review the adequacy and appropriateness of the Company's internal control system and risk management procedures.
6. The Board of Directors must ensure that the Company's operation receive sufficient audition from the internal Auditor and external Certified Accountant.



7. The Board of Directors is responsible for the review and approval of the Company's periodical and annual financial statements, as well as ensuring that the financial statements are produced in accordance to the general accounting standard.
8. The Board of Directors must equally protect the benefits and rights of all Shareholders, Major and others. They must also ensure that the Company's information are disclosed to the Shareholders in accurate, complete, proper and transparent manner.

To exercise their authority in the following Company's affairs, the Board of Directors must first receive the approval from the Board Meeting through the majority voting of attending Directors, and also from the Shareholder Meeting with the approval resolution produced by at least 75% of attending Shareholders with voices.

- (a) Sale or transfer of the entire or the significant portion of the Company's business to other parties.
- (b) Acquisition or transfer of other public or private company's business to become part of the Company's.
- (c) Amendments to the Company's Memorandum of Association or Articles of Association.
- (d) Increase or decrease of the Company's capitals, or issuance of debentures.
- (e) Corporate merger or dissolution.

#### Secretary of the Board

The secretary of the Board is responsible for providing advice on laws and other rules and regulations to the Board in order for the Board to operate according to good corporate governance including coordinating with the Board and organizing the Board meeting to be in accordance with the rules and regulations of the company.

#### Authorized Directors

The Authorized Directors comprise

No.	Board Members	Positions
1.	Mr. Virat Chinprapinporn	Chairman of the Board
2.	Mrs. Naowanit Silaprarat	Director and Managing Director
3.	Mrs. Naowarat Suthamjariya	Director
4.	Mr. Preecha Jenthanavijit	Director / Independent and Audit Committee

Any two of the above may sign along with the Company's seal affixed.

#### B) The Executive Committee

The Executive Committee comprises the following 3 executive members:

No.	Executive Members	Position
1.	Mr. Virat Chinprapinporn	Chief Executive Officer
2.	Mrs. Naowanit Silaprarat	Director and Managing Director
3.	Mss.Waraporn Thanrin	Executive Director of Accounting

### Scope of Authority and Responsibilities of the Executive Committee

1. The Executive Committee is responsible for the consideration of the annual budget allocation, proposed by the management team, before taking it to the Board of Directors for approval. The responsibilities also include the urgent review and approval of the amendments and the additions to the annual expense budget in the events of no scheduled Board Meeting. The executive decisions must, however, be informed to the Board of Directors in the soonest Board Meeting.
2. The Executive Committee is responsible for the consideration of the Company's policies, directions, strategies and management structure. The Executives must also set the guidelines for the operations that correspond to the circumstances of economy and market competition, as reported by the management team, before proposing them to the Board of Directors for approval.
3. The Executive Committee must ensure that the Company effectively operates in accordance with the policies and operational guidelines.
4. The Executive Committee has the authority to appoint the Managing Director, and to discharge personnel below the position of the Managing Director from their positions.
5. The Executive Committee is responsible for the allocation of gratuity, after the approval from the Board of Directors, to the employees, workers or anyone who act on the Company's best interest.
6. The Executive Committee is authorized, following the approval from the Board, to endorse the Company's financial transactions, such as account opening, loans, pledges, mortgages, as well as land trading and registration of land ownership, providing the transactions are in line with the Company's objective, and performed to promote the Company's benefits.
7. The Executive Committee is responsible for carrying out any other assignments the Board of Directors entrusts it with. Nevertheless, the empowerment of the Board of Directors to the Executive Committee must be within the legal scope of authority and responsibilities of the Executive Committee.

The Executive Committee is not authorized to conduct any of the following affairs, or related matters, without first proposing to the Audit Committee for its opinion, and proposing to the Board of Directors and / or the Shareholder Meeting for approval: (a) connected transactions; (b) trading transactions of Company's significant assets; and / or (c) transactions that involve parties who have potential conflicts of interest with the Company and its subsidiaries, (if any).

Furthermore, in conducting the connected transactions or trading transactions of Company's significant assets, as defined in the regulations of the Stock Exchange of Thailand, as well as the above transactions involving other listed companies, the Executive Committee must first obtain approval from the Shareholders in a Shareholder Meeting, or by any other mean possible, according to the regulations of the Stock Exchange of Thailand.

**C) The Audit Committee**

The Audit Committee is an independent party elected to join the Board of the Directors, with responsibilities to examine the financial information proposed to Shareholders and other related parties, to investigate the internal control system, to conduct internal audit processes, and to communicate with the Company's external auditor.

**The Audit Committee consists of the following 3 Directors**

No.	Executive Members	Position
1.	Mr. Surapol Satimanont	Director / Independent and Chairman of Audit Committee
2.	Mr. Wanchai Mekasut	Director / Independent and Audit Committee
3.	Mr. Preecha Jenthanavijit	Director / Independent and Audit Committee
Mss.Waraporn Thanrin , the Department Head of Corporate Accounting, is the Secretary to the Audit Committee.		
Mr. Preecha Jenthanavijit has been appointed as the Independent and audit committee, since 23 August 2011.		

**The total number of Audit Committee Meetings and the number of Committee Meetings each Member of the Committee attended during the years 2010 and 2011**

No.	Board Members	2010	2011
		Number of Meetings attended / total number	Number of Meetings attended / total number
1.	Mr. Surapol Satimanont	4/4	4/4
2.	Mr. Wanchai Mekasut	4/4	4/4
3.	Mr. Preecha Jenthanavijit	-	1/1
Mr. Preecha Jenthanavijit has been appointed as the Independent and audit committee, since 23 August 2011.			

**Scope of Authority and Responsibilities of the Audit Committee**

1. The Audit Committee is responsible for investigating, in concert with the Company's external auditor, whether the Company's financial reports are accurately produced, with adequate disclosure. The Committee may voice its opinion to the Auditor, as well as review and investigate any transactions it sees fit.
2. The Audit Committee is responsible for investigating, in concert with the Company's external auditor and internal auditor, whether the Company's internal control and internal audit processes are appropriately in place and effectively performed.
3. The Audit Committee is to determine the scope of the investigation and the audit plans for the external auditor and internal auditor that are in accord, when investigating the financial transactions.
4. The Audit Committee is responsible for the selection and proposal of the Company's auditor and his compensation to the Board of Directors. The decision for appointment must come from the Shareholder Meeting.

5. The Audit Committee must consider the disclosure of corporate information regarding to related-party transactions or transactions inducing conflicts of interest with all due accuracy and completeness.
6. The Audit Committee is responsible for investigating whether the activities of the Company conform to all laws pertaining to securities and the stock exchange, the regulations of the Stock Exchange of Thailand, and the laws relevant to the Company's business.
7. The Audit Committee is responsible for other matters assigned to it by the Board of Directors and agreed by the Audit Committee itself. Examples include the reviews of financial management and risk management policies, the reviews of the Company's operation in accordance with the executive business ethics and the review, in concert with the Company's executive, of significant transactions that, as enforced by the laws, must be presented to the public, such as the executive reports and analyses.
8. The Audit Committee must organize a report on the activities of the Audit Committee, signed by the Chairman of the Audit Committee, which must be included in the Company's Annual Report. The contents of the report include the following:
  - (a) The Committee's opinions on the process of producing and information disclosure in the Company's financial reports, as to whether it is accurate, complete and reliable.
  - (b) The Committee's opinions on the adequacy of the Company's internal control system.
  - (c) The Committee's rationale for its confidence, such that it's appropriate to continue to appoint the current Company's auditor for another period.
  - (d) The Committee's opinions on the conformance of the Company's operations to all laws pertaining to securities and the stock exchange, the regulations of the Stock Exchange of Thailand, and the laws relevant to the Company's business.
  - (e) Any other matters that the Committee considers appropriate to inform the Shareholders and general investors, which do not exceed the scope of authority and responsibilities of the Committee assigned by the Board of Directors.

## **Nomination of Directors and Committee Members and remuneration setting**

### **A) The Board of Directors**

The Company does not set up a Nomination Committee for the purpose of Board Member selection. Nevertheless, the Company has established guidelines and criteria for such selection process. The Board of Directors will determine qualified persons to become its members, based on their abilities, experiences, vision and reliability. The Company's Articles of Association state that one third of the Director positions must become vacant each year in the annual Shareholder General Meeting. In order to re-elect the Directors, whose terms have expired, the proposal must be approved in the Shareholder Meeting. The Articles also state the guidelines for the Shareholder Meeting to nominate the Company's Directors.

**Selection criteria of The Board of Directors as followed:**

1. Each Shareholder has one vote for each share.
2. Each Shareholder may exercise all his votes, as determined in (1), to elect one nominee or more to become Director(s). However, each Shareholder may only exercise equal vote for each nominee, if he wishes to elect more than one nominee.
3. The nominees who receive most votes, in order, will be elected to the Director positions. The number of the elected Directors is equal to the number of the vacant positions. In the event that the number of nominees receiving sufficient votes to be elected is more than the number of vacant position, due to equal exercised votes, the Chairman of the Board is granted the decisive vote.

In the event of Director positions becoming vacant due to other reasons than the expiry of the their term of office, the Board of Directors is to appoint persons with proper qualities and no prohibited characteristics, as mandated by the Public Companies Act, to fill the vacant positions for the remaining of the term, unless the remaining period of the term is shorter than 2 months. The resolution to appoint the replacing Directors for the remaining term, must come from at least 75% of votes from the remaining Directors.

**B) The Audit Committee**

The Board of Directors is responsible for nominating at least 3 Directors to join the Audit Committee. The Committee members will be selected from the Company's Independent Directors with appropriate qualities, as guided by the laws pertaining to securities and stock exchanges, including the announcement, rules and regulations of the Stock Exchange of Thailand, mandating the qualities and scope of authority of the Audit Committee. In addition, at least one of the Audit Committee members must have background in accounting and finance.

In addition, the Audit Committee is appointed by the resolution from the Shareholder Meeting, with 2-year term. The Committee's member whose term of office has ended may be reinstated.

**Selection criteria of Independent Director**

An Independent Director must possess the following qualities:

- 1) An Independent Director holds of no more than 5% of the total voicing shares of companies, proprietary companies, subsidiary companies, associated companies or juristic persons with potential conflicts of interest.
- 2) An Independent Director is not an employee, an advisor regularly receiving salary, or an executive of companies, proprietary companies, subsidiary companies, associated companies or juristic persons with potential conflicts of interest.
- 3) An Independent Director is not, by blood or by law, a parent, a spouse, a sibling, a child or a spouse of a child of the an Executive, a Major Shareholder, a person with authority of control, or a person who may become an Executive or may gain authority of control, of the Company or the subsidiaries.

- 4) An Independent Director has no business relationship to companies, proprietary companies, subsidiary companies, associated companies or juristic persons with potential conflicts of interest, in such manner that may prevent him from freely exercising his judgment. He also does not possess any other characteristics that limit his freedom of opinion on the Company's operation.

#### Setting up remuneration for Directors and Members of the Audit Committee

The Company has set a transparent policy to compensate all the Directors with remunerations and other benefits that are fair for their responsibilities and contributions. The Chairman of the Board authorized the remunerations to be paid to the Directors in 2011 to be no greater than 1.5 million Baht, to be increase from the 2010 remuneration by determining from the remuneration generally paid in the same industry.

#### A) Directors' remunerations as followed.

Board Members	Positions	Remunerations (Baht per year)	
		2010	2011
Mr. Virat Chinrapinporn	Chairman of the Board	48,000	60,000
Mr. Surapol Satimanont	Director / Independent and Chairman of Audit Committee	48,000	60,000
Mr. Wanchai Mekasut	Director / Independent and Audit Committee	48,000	60,000
Mr. Preecha Jenthanavijit	Director / Independent and Audit Committee	48,000	60,000
Mrs. Naowanit Silaprarat	Director and Managing Director	24,000	45,000
Mrs. Naowarat Suthamjariya	Director	48,000	45,000
Mr. Preecha Jenthanavijit has been appointed as the Independent and audit committee, since 23 August 2011.			

#### B) The Audit Committee as followed.

Board Members	Positions	Remunerations (Baht per year)	
		2010	2011
Mr. Surapol Satimanont	Director / Independent and Chairman of Audit Committee	48,000	60,000
Mr. Wanchai Mekasut	Director / Independent and Audit Committee	48,000	60,000
Mr. Preecha Jenthanavijit	Director / Independent and Audit Committee	-	15,000
Mr. Preecha Jenthanavijit has been appointed as the Independent and audit committee, since 23 August 2011.			

Note: The Directors and the Members of the Audit Committee were paid 15,000 Baht for every meeting they attended.





Profile of Executive Directors and Management Team

**Name - Last name** : Mr. Virat Chinprapinporn  
**Age** : 52 Years  
**Position** : President Director and authorized signatory  
**% of Shareholding** : 14.98 %  
**Relationship** : Husband of Mrs.Naowanit Silaparat  
**Education** : M.B.A. in Marketing of City University, USA  
 Director Accreditation Program DAP  
 and DCP 40/2004 by Thai Institute Of Directors (IOD)  
**Position in other listed companies** : 1 , **Position in non - listed companies** : 10  
**Working Experience** : 03/2011 – Present Director Nicena Propety Co.,Ltd.  
 2007 – Present Director Yamu Property Development Co.,Ltd.  
 2003 – Present Director Ratchada Power Plus Co.,Ltd.  
 2003 – Present Director Car 2 Buy Co.,Ltd.  
 2002 – Present President & Chief Executive Office  
 Ratchthani Leasing Plc.  
 1994 – Present Director Kuylin Pang-nga Co.,Ltd.  
 1993 – Present Director Chaleamcheep Co.,Ltd  
 1993 – Present Director Aom Noi Hattasat Co.,Ltd.  
 1992 – Present Director Phowatchara Co.,Ltd.  
 1990 – Present President Baan Rock Garden Plc.  
 1989 – Present Director Chucheep Housing Land Co.,Ltd.  
 1987 – Present Director City Wood Co.,Ltd.  
 1987 – Present Director City and Associate Co.,Ltd.





Name - Last name : Mr. Surapon Satimanont

Age : 51 Years

Position : Director /Chairman of Independent Audit Committee

% of Shareholding : 1.01

Relationship : No

Education : M.B.A. of Webster University, U.S.A  
 Master of Law , Howard University, U.S.A  
 Master of Law , Southern Methodist University , U.S.A  
 Director Accreditation Program DAP and DCP 40/2004  
 by Thai Institute Of Directors (IOD)

Position in other listed companies : 2 , Position in non - listed companies : 2

Working Experience :

- 2011 – Present Director TranSun (Thailand) Co., Ltd.
- 2011 – Present Director N U I International Co., Ltd.
- 2011 – Present Director Fhasaihaadngam Co., Ltd.
- 2008 – 2011 Executive Vice President Export – Import  
Bank of Thailand
- 2007 – Present Audit Committee 2S Metal Plc.
- 2005 – Present Chairman of Audit Committee  
Baan Rock Garden Plc.
- 2004 – Present Audit Committee Ratchthani Leasing Plc.
- 1997 – Present Lecturer Ramkhamhaeng University
- 1997 – Present Director Southern Steel Co., Ltd.



**Name - Last name** : Mr. Wanchai Mekasut  
**Age** : 56 Years  
**Position** : Director and Independent Audit Committee  
**% of Shareholding** : No  
**Relationship** : No  
**Education** : Bachelor of Business Administration, Assumption  
 Director Accreditation Program DAP and DCP 40/2004  
 by Thai Institute Of Directors (IOD)

**Position in other listed companies** : No , **Position in non - listed companies** : 2


**Working Experience** : 2009 – Present Audit Committee Baan Rock Garden Plc.  
 1999 – Present Authorized signatory Executive Vice President  
 Khaoyoi Furnitech Co.,Ltd.  
 1994 – Present Director and authorized signatory & Executive  
 Vice President Furni Thai Co.,Ltd

**Name - Last name** : Mr. Preecha Jenthanavijit  
**Age** : 50 Years  
**Position** : Director / Independent / Audit Committee  
 and authorized signatory  
**% of Shareholding** : No  
**Relationship** : No  
**Education** : Bachelor of Law Ramkhamhaeng University Barrister at Law  
**Position in other listed companies** : No , **Position in non - listed companies** : 1  
**Working Experience** : 8/2011 – Present Audit Committee Baan Rock Garden Plc.  
 1997 – Present Director RG Star Club Co.,Ltd  
 1990 – 8/2011 Director Baan Rock Garden Plc.





**Name - Last name** : Mrs. Naowanij Sillaprarat  
**Age** : 51 Years  
**Position** : Managing Director and authorized signatory  
**% of Shareholding** : 5.06 %  
**Relationship** : Wife of Mr.Virat Chinprapinporn  
**Education** : Bachelor of Economics University of the Thai Chamber of Commerce  
 Bachelor of Law Kasem Bundit University  
 Master of Faculty of Political Science Ramkhamhaeng University  
 Director Accreditation Program DCP 54/2005  
 by Thai Institute Of Directors (IOD)  
**Position in other listed companies** : No , **Position in non - listed companies** : 10  
**Working Experience** : 2007 – Present Director Yamu Property Development Co.,Ltd  
 1997 – Present Director RG Star Club Co.,Ltd  
 1991 – Present Director Rock garden Beach Co.,Ltd  
 1991 – Present Director Kuylin Pang-nga Co.,Ltd  
 1990 – Present Director and authorized signatory & Managing Director  
 Baan Rock Garden Plc.  
 1990 – Present Director Phukao Huachang Pang-nga Co.,Ltd  
 1990 – Present Director C & CN Group Co.,Ltd  
 1989 – Present Director Chuchee Northern Group Co.,Ltd  
 1989 – Present Director CS Real Estate Co.,Ltd  
 1988 – Present Director Chuchee Housing Land Co.,Ltd  
 1987 – Present Director Rock Garden Group Co.,Ltd

Name - Last name	:	Mrs. Naowarat Suthamjariya	
Age	:	49 Years	
Position	:	Director and authorized signatory	
% of Shareholding	:	0.05	
Relationship	:	Sister of Mrs. Naowanit Silaprarat	
Education	:	Master of Business Administration in International Business, Schiller International University UK  Master of International Management in Hotel and Tourism Management, Schiller International University UK	
Position in other listed companies	:	No	Position in non - listed companies : 4
Working Experience	:	1997 – Present Director Rock Garden Club Co.,Ltd. 1990 – Present Director Baan Rock Garden Plc. 1990 – Present Director C & CN Group Co.,Ltd 1987 – Present Director Rock Garden Group Co.,Ltd. 1980 – Present Director Navathep Co.,Ltd	



Name - Last name	:	Miss Waraporn Tanrin	
Age	:	32 Years	
Position	:	Department Head of Corporate Accounting	
% of Shareholding	:	No	
Relationship	:	No	
Education	:	Bachelor of Management Administration (Account) Srinakharinwirot University	
Position in other listed companies	:	No	Position in non - listed companies : No
Working Experience	:	2/2011 – Present	Department Head of Corporate Accounting Baan Rock Garden Plc.
		2010 – Present	Acting: Department Head of Corporate Marketing & Administration Baan Rock Garden Plc.

Baan Rock Garden Public Company Limited

Name - Last name : Miss Jantamat Hankimhunt  
 Age : 43 Years  
 Position : Department Head of Corporate Administration & Marketing  
 % of Shareholding : No  
 Relationship : No  
 Education : Bachelor of Economics Ramkhamhaeng University  
 Position in other listed companies : No , Position in non - listed companies : No  
 Working Experience : 2/2011 – Present Department Head of Corporate Administration & Marketing Baan Rock Garden Plc.  
 2008 – 2010 Assistant Corporate Accounting & Administration Chaba Cabana Beach Resort Co.,Ltd  
 2006 – 2008 Department Head of Marketing & Service Baan Rock Garden Plc.  
 1996 – 2006 Acting: Corporate Document M I S Compute Tech Mico Sytem Co.,Ltd

## Details of Related Transaction

## Details of Related Transaction at the end of December 31, 2010 and December 31, 2011

Related Parties (Person / Juristic Person) with Potential Conflicts	Nature of Relationship	Transactions / Agreement	(Million Baht)		Pricing and Conditions	Necessity and Rational of Transactions
			Dec 31, 2010	Dec 31, 2011		
a) Baan Rock Garden, Plc., Ltd. (BROCK) and Rock Garden Group, Co., Ltd. (ROCK GROUP)	<ul style="list-style-type: none"> <li>ROCK GROUP is an associate company of BROCK and its subsidiaries, with common Executives and Major Shareholders.</li> <li>Common Executives and Major Shareholders: <ol style="list-style-type: none"> <li>Mr. Virat Chinprapinorn: Holding 122,500 shares of ROCK GROUP (0.61% of paid-up registered capital)</li> <li>Mrs. Naowanit Silaparat: Holding 550,000 shares of ROCK GROUP (2.75% of paid-up registered capital)</li> <li>Mrs. Naowarat Suthamjaritaya: Holding 100,000 shares of ROCK GROUP (0.50% of paid-up registered capital)</li> </ol> </li> <li>Common Shareholders: <ol style="list-style-type: none"> <li>Mrs. Nongnoi Silaparat: Holding 9,072,500 shares of ROCK GROUP (45.36% of paid-up registered capital)</li> <li>Mrs. Naowarui Silaparat: Holding 7,980,000 shares of ROCK GROUP (39.90% of paid-up registered capital)</li> </ol> </li> </ul>	<ol style="list-style-type: none"> <li>Office rental <ol style="list-style-type: none"> <li>Office rental for Head Office</li> </ol> </li> <li>Service charge</li> <li>Electricity charge</li> </ol>	1.24	1.24	<ul style="list-style-type: none"> <li>BROCK is currently renting 3-floor space from ROCK GROUP, spanning 690 square meters, at 150 Baht per-square-meter rental rate per month (Increased from 97 Baht-per-square-meter rental rate per month since May 1, 2007). Total amount is 103,500 Baht per month. The contract lasts 3 years, starting January 1, 2005, and can be renewed every 3 years.</li> <li>BROCK pays ROCK GROUP for service charge of 51,681 Baht per month, 690 square meters, at 74.90 Baht per-square-meter rental rate per month (Increased from 70 Baht-per-square-meter rental rate per month since May 1, 2007). Total amount is 51,681 Baht per month. This service is including water, security guard, and other services.</li> <li>ROCK GROUP installed an electrical meter and charged the fee is based on actual usage.</li> </ul>	<ul style="list-style-type: none"> <li>The current rental rate of 150 Baht per square meter per month that the Company pays ROCK GROUP is comparable to the rental of nearby office buildings.</li> <li>The service charge rate of 74.90 Baht per month is comparable to the rate charged by other office buildings in the same area.</li> <li>the fee is based on actual usage and rate charged by other office buildings in the same area</li> <li>The Audit Committee considers the rental and the service charge rational. Furthermore, after the installation of the electrical meters, so that the Company can pay per actual usage just as other tenants do, the Audit Committee also determines that the electrical charge is reasonable.</li> </ul>

Related Parties (Person / Juristic Person) with Potential Conflicts	Nature of Relationship	Transactions / Agreement	(Million Baht)		Pricing and Conditions	Necessity and Rational of Transactions
			Dec 31, 2010	Dec 31, 2011		
b) Baan Rock Garden, P/c., Ltd. (BROCK) and Executives/ Shareholders/ Other persons with potential conflict of interest	The person with potential conflict of interest is hereby identified as Mr. Saksom Jamormmarn, who is the father-in-law of a Major Shareholder, Mrs. Naowanart Jamormmarn.	1. Long-term loan 1.1 Long-term loan 1.2 Estimated accrued interest on this loan 1.3 Estimated interest, payable by land.	- 1.32 - -	- 1.32 - -	- BROCK was not to pay for the cost of this fund in cash. Instead, a vacant land of equal value had to be transferred to the lender by November 30, 2006. Hence the Company must transfer its land of 1-rai in size, located in T. Koh-Kaew, A. Muang, Phuket, valued at 1.32 million Baht, to Mr. Saksom. The land was equal in value to the loan interest rate of 2.21% per year. <b>A note adds:</b> 5 October 2010, Mr. Saksom Jamormmarn get make a book transfer the right in right of real estate ownership modifies aforementioned to Mr. Virat Chinprapinporn.	- The Company required such loan to use as its working capital. The transaction was considered to be beneficial to the Company's financial status, as the cost of fund was equivalent to an interest rate of 2.21% per annum. The loan was paid in full amount as of November 30, 2006. And end of December 31, 2011 The Company has not transferred the land to the lender.  * The Audit Committee perceived that the loan transaction provided the Company with financial advantage, compared to loans that the Company would, otherwise, have borrowed from elsewhere. The transfer of its land as repayment had no effect on sales of the Company's projects. Hence the transaction was necessary and sensible.

Related Parties (Person / Juristic Person) with Potential Conflicts	Nature of Relationship	Transactions / Agreement	(Million Baht)		Pricing and Conditions	Necessity and Rational of Transactions
			Dec 31, 2010	Dec 31, 2011		
b) Baan Rock Garden, Plc., Ltd. (BROCK) and Executives/ Shareholders/ Other persons with potential conflict of interest	The Shareholder is hereby identified as Mrs. Nongnoi Silaprarat.	2. Long-term loan 2.1 Long-term loan 2.2 Estimated accrued interest on this loan 2.3 Estimated interest, payable by land.	- 5.30 -	- 5.30 -	- BROCK was not to pay for the cost of this fund in cash. Instead, a vacant land of equal value had to be transferred to the lender by November 30, 2006. Hence the Company must transfer its land of 4-rai in size, located in T. Koh-Kaew, A. Muang, Phuket, valued at 5.30 million Baht, to Mrs. Nongnoi. The land was equal in value to the loan interest rate of 3.93% per year. <b>A note adds:</b> 5 October 2010 Mrs. Nongnoi Silaprarat get make a book transfer the right in right of real estate ownership modifies aforementioned to Mr. Virat Chinprapinorn.	- The Company required such loan to use as its working capital. The transaction was considered to be beneficial to the Company's financial status, as the cost of fund was equivalent to an interest rate of 3.93% per annum. The loan was paid in full amount as of November 30, 2006. And end of December 31, 2011 Brock was not to pay for the cost of fund to be transferred the land to the lender.  * The Audit Committee perceived that the loan transaction provided the Company with financial advantage, compared to loans that the Company would, otherwise, have borrowed from elsewhere. The transfer of its land as repayment had no effect on sales of the Company's projects. Hence the transaction was necessary and sensible.

Related Parties (Person / Juristic Person) with Potential Conflicts	Nature of Relationship	Transactions / Agreement	(Million Baht)		Pricing and Conditions	Necessity and Rational of Transactions
			Dec 31, 2010	Dec 31, 2011		
C. between Baan Rock Garden PCL. and Ya-moo Property Company Limited	- Ya-moo Property Company Limited is the joint venture between Baan Rock Garden PCL. and Swedish Group whereby each party hold 50.0% of the paid-up registered capital.	Investment in joint venture	1.00	1.00	- to purchase common shares of Ya-moo Property Development Limited (joint venture) in order to establish the property development business at the rate of 50% of paid-up registered capitals and the Swedish Group holds common shares in the same amount (50% of paid-up registered capital.	-This belongs to 2 groups of shareholders. When considering the context, it is found that the other party has power in setting the monetary policy and operations especially in the areas of fund raising and marketing whereby the company is jointly responsible for the abovementioned matters. Under the equity method, the company shall record the initial interest in joint venture on par value and adjust for any changes under the investment in joint venture-net with profit and loss sharing and operation sharing with portion of joint venture whereby this shall benefit Baan Rock Garden PCL. in the future.
		<del>deduct</del> interest in joint venture	(0.647)	(0.667)		
		Investment in joint venture-net	0.353	0.333		
						-The Audit Committee has approved the transaction by stating that such transaction is found to be necessary, reasonable and in accordance with relevant rules and regulations specified in the law and general accepted accounting principles.



Related Parties (Person / Juristic Person) with Potential Conflicts	Nature of Relationship	Transactions / Agreement	(Million Baht)		Pricing and Conditions	Necessity and Rational of Transactions
			Dec 31, 2010	Dec 31, 2011		
C) Baan Rock Garden, Plc., Ltd. (BROCK) and Yamu Property Development Company Limited (Yamu Property)	- Yamu Property is a venture capital organization between BROCK and Swedish investors. BROCK hold shares 50% of registered shares capital. (The Swedish investors hold remaining 50% of registered shares capital.)	Long term loan	3.20	3.20	No interest payment. (The other side of shareholders (The Swedish investors) Paid long term loan in which equal amount for to Yamu Property with no interest payment.)	BROCK lent 50% of longterm loan to Yamu Property amount 3 M without interest charge (50% remaining (3 M) was paid by Swedish investors) for working capital and project development of Yamu Property. This long term loan is financial supporting to related company with none charge interest of 2 sides of shareholder in the equal percentage that would be a benefit to BROCK in the future.  * The Audit Committee reviewed this transaction and determined which transaction was necessary and reasonable.

Related Parties (Person / Juristic Person) with Potential Conflicts	Nature of Relationship	Transactions / Agreement	(Million Baht)		Pricing and Conditions	Necessity and Rational of Transactions
			Dec 31, 2010	Dec 31, 2011		
D. between Baan Rock Garden PCL. and Ratchhani Leasing PCL.	<p>- Ratchhani Leasing PCL. is the related company and have the same directors and management which can be summarized as follows:</p> <p>1. Mr. Virat Chinprapinpon, holding 1,599,999 shares of Ratchhani PCL or accounting of 0.19% of paid-up registered capitals</p> <p>2. Mr. Surapol Satimamont, holding 1,666,663 shares of Ratchhani PCL or accounting of 0.20% of paid-up registered capitals</p>	1. short-term investment	25.00	50.00	<p>- this is the short-term deposits in the form of promissory notes with conditions to pay back at call and interest rate of 4.25-4.75% per annum as returns whereby this is the same condition that Ratchhani Leasing PCL. offers to their general customers. Therefore, this transaction is considered to be general transaction of the company.</p> <p>* The Audit Committee has approved this transaction by stating that such transaction is a treasury transaction with financial institution whereby it has low risk and good returns which is reasonable and benefit the company.</p>	<p>- Such short-term investment is the deposit in the form of promissory notes with conditions to pay back at call and interest rate of 4.25-4.75% per annum as returns. This investment is to manage cash on hand for its maximum benefit under the recession economy with higher returns than the market rate (currently, market interest rate is approximately 0.75-1.50% per annum). If the company needs to use this investment, the company can call back anytime. Moreover, since Ratchhani Leasing PCL. has strong financial status, this causes the interest payment and repayment to be at low risk.</p>

### 2011 Financial Position and Operating Performance

#### Business performance overview

In 2009, the Thai real estate sector continued to have affected from a world economic recession and the domestic political instability, causing a slowdown in the Thai real estate sector. Although the government had used the monetary and fiscal policies to stimulate the economy, this had not been successful as the target customers of the company had delayed their buying decision on house. As such, in 2009, only 58 units from 6 projects, which were the “Baan Rock Garden Bypass 2”, “Baan Rock Garden Bypass 3”, “Baan Rock Garden Bypass 4”, “Baan Rock Garden Bypass 5”, “Baan Rock Garden Airport 1” and “Baan Rock Garden Airport 2”, had been sold.

In 2010, the real estate business in Thailand has been recovering in the first half of the year. This contributed to an extension of the Government’s stimulus package to June 2010, in particular deductible transfer fee - mortgage fee and specific business tax. Domestic political instability, high interest rate and tightened credit lending of financial institutions affected purchase of target groups. In 2010, the company sold totally 43 units of Baan Rock Garden By-pass 2, 3, 4 and By-pass 6 phase 1, and Baan Rock Garden Airport 1 and 2.

In 2011, the property development sector in Thailand slowed down even with several public stimulating measures i.e. a first-house campaign and higher minimum wage rates. Some negative factors were affecting purchasing power of consumers such as higher oil prices higher policy interest rates (resulting in higher mortgage rates). Higher interest rates affected purchasing power and loan application of customers relying on mortgage loans from financial institutions. At the end of 2011, the property development sector was severely affected by Thailand's massive flooding crisis. Even though Baan Rock Garden Airport Project saved from floods, customers suspended their purchase decision due to its location in the read zone. In sum, the company sold 30 houses of Baan Rock Garden Bypass 3, 4, and Bypass 6 Phase 1, and Baan Rock Garden Airport 1 and 2 projects.

**Revenues**

The company had the sales revenue of 114.35 million Baht , 101.60 million Baht and 85.85 million Baht in 2009, 2010 and 2011, respectively. The sales revenues from each project could be summarized as follows:

Sales from project	2009		2010		2011	
	units	Bt. million	units	Bt. million	units	Bt. million
Baan Rock Garden Bypass 2	1	1.95	1	2.45	-	-
Baan Rock Garden Bypass 3	3	7.63	2	5.05	1	3.09
Baan Rock Garden Bypass 4	4	10.23	1	2.55	2	5.05
Baan Rock Garden Bypass 5	4	11.34	-	-	-	-
Baan Rock Garden Bypass 6 phase 1	-	-	5	24.57	8	35.08
Baan Rock Garden Airport 1	39	64.62	26	47.90	9	15.63
Baan Rock Garden Airport 2	7	18.58	8	19.08	10	27.00
<b>total</b>	<b>58</b>	<b>114.35</b>	<b>43</b>	<b>101.60</b>	<b>30</b>	<b>85.85</b>

In 2009, the company's sales revenue was 114.35 million Baht. This was resulted from a delay in making buying decision of customers. In 2009, the company had recognized additional incomes from "Baan Rock Garden Airport 2" project.

In 2010, the company's income was 101.60 million baht, declined 12.75 million baht or 11.15% from the last year figure due to tightened credit lending of financial institutions. The company recorded additional incomes from Baan Rock Garden By-pass 6 phase 1.

In 2011, the company had the sales revenue from sales 85.85 million Baht, declined 15.75 million Baht or 15.50% from the last year. This was because the customers suspended their purchase decisions, The Government policy in the first half of 2011 and affected from severe flood crisis at the end of 2011.

The other incomes of the company in 2009 were 4.23 million Baht, comprising of interest incomes of 2.53 million Baht and public service fees of 1.69 million Baht. The 2009 other incomes had dropped from the 2008 figures by 3.23 million Baht or accounting of 43.32% due to a decrease in interest income as the company had less deposits in 2009 than those in 2008.

In 2010, the company had other incomes of 2.89 million Baht, comprising of interest incomes of 1.34 million Baht and public service fees of 1.55 million Baht. The 2010 other incomes had dropped from the 2009 figures by 1.33 million Baht or accounting of 31.54% due to a decrease in interest income as the company had less deposits in 2010 than those in 2009.

In 2011, the company had other incomes of 5.28 million Baht, comprising of interest incomes of 1.90 million Baht, revenue from written off of 1.59 million Baht and public service fees of 0.40 million Baht.

## Cost of sales and expenses.

### Cost of Sales

The details of the Company's costs of sales are summarized in the table below:

(Unit: million Baht)

Projects	2009	2010	2011
<b>Baan Rock Garden Bypass 2 :</b>			
Cost of land	0.05	0.08	-
Cost of project development	0.73	0.90	-
Cost of allocation of public properties in the project	0.09	0.12	-
<b>Baan Rock Garden Bypass 3 :</b>			
Cost of land	0.45	0.12	0.08
Cost of project development	1.71	1.49	0.81
Cost of allocation of public properties in the project	0.64	0.18	0.11
<b>Baan Rock Garden Bypass 4 :</b>			
Cost of land	0.46	0.06	0.13
Cost of project development	2.82	0.93	1.88
Cost of allocation of public properties in the project	0.72	0.10	0.18
<b>Baan Rock Garden Bypass 5 :</b>			
Cost of land	0.64	-	-
Cost of project development	3.24	-	-
Cost of allocation of public properties in the project	0.76	-	-
<b>Baan Rock Garden Bypass 6 phase 1 :</b>			
Cost of land	-	1.07	1.43
Cost of project development	-	6.60	10.45
Cost of allocation of public properties in the project	-	2.95	4.03
<b>Baan Rock Garden Airport 1 :</b>			
Cost of land	6.00	4.78	1.50
Cost of project development	29.86	21.96	7.32
Cost of allocation of public properties in the project	6.24	4.96	1.59
<b>Baan Rock Garden Airport 2 :</b>			
Cost of land	1.80	1.97	2.97
Cost of project development	7.97	8.34	12.92
Cost of allocation of public properties in the project	1.49	1.60	2.37
<b>Total</b>	<b>65.67</b>	<b>58.21</b>	<b>47.77</b>

Sales cost in 2010 was at 58.21 million baht down from year 2009 by 7.46 million baht or approximately 11.36%. This was in line with sales volume in 2010 which declined by 12.75 million baht or 11.15% from the 2009 figure.

The cost of sales in 2011 was recorded at 47.44 Million Baht, reducing approximately 10.44 Million Baht (17.94%) from the last year figure. It was correspondent to the sales volume which dropped by 15.50%. In 2011, the cost of sales to sales volume was at 55.64%, compared with 57.30% in 2010. The decrease was resulted from the right transfer of the project in Phuket Province, which its cost of sales to sales volume was lower than that of other projects.

#### **Sales and administrative expenses**

In 2010, the selling and administrative expenses were recorded at about 27.87 million baht, slightly declined from the 2009 figure by 0.43 million baht or 1.52%, due to expiry of specific business tax. The selling and administrative expenses mainly comprised of (1) commission fee of about 2.00 million baht, specific business tax of about 1.72 million baht, marketing and advertising costs of 1.78 million baht, and (2) salary of management and employees of about 8.46 million baht, and (3) office rental of 2.15 million baht.

In 2011, the selling and administrative expenses were recorded at about 26.14 million baht, slightly declined from the 2010 figure by 1.73 million baht or 6.20%, due to expiry of specific business tax. The selling and administrative expenses mainly comprised of (1) commission fee of about 1.85 million baht, specific business tax of about 2.55 million baht, marketing and advertising costs of 1.66 million baht, and (2) salary of management and employees of about 7.95 million baht, and (3) office rental of 2.16 million baht.

#### **Interest expenses**

In 2011 and 2010, the company did not have interest expenses. This had shown that the company tried to make the greatest use of its own capital rather than making a loan, especially in a continued economic recession in order to reduce the interest burden.

#### **Gross Profits**

In 2009, the company had the gross profit ratio of 42.57%, decreasing from the 2008 figure by 15.94%. The reason for a drop was that in 2009 the company had recognized the revenue of its property development, which was Baan Rock Garden Airport 1 and Baan Rock Garden Airport 2 projects in Samutprakarn. The costs of these projects were higher than those of projects in Phuket. As such, this had caused this year gross profit ratio to slightly decrease when comparing to last year figure.

For the year 2010, the gross profit was at 42.70%, slightly increased from the previous year by 0.32% because the company developed and recognized revenues from Baan Rock Garden By-pass 6 phase 1 in Phuket. The project's cost was lower than that of other projects in Samutprakarn. Therefore, the overall gross profit slightly rose compared to the previous year.

In 2011, the company's gross profit margin was at 44.36%, an increase of 3.86% from the last year. The company developed and recognized income from the Project in Phuket Province which its cost was lower than that of other projects in Samutprakarn Province. Therefore, the company's gross profit margin was slightly better than the last year figure.

### Operating profits and net profits

The company had the operating profit ratio and net profit ratio in 2009 of 21.52% and net profit ratio of 15.41%. The company's EBITDA and net profits in 2010 were 18.12% and 13.11%, respectively, decreased by 15.80% and 14.94%, due to lower sales from the year 2010.

The company's operating profits ratio net profits ratio of 2011 was 20.05% and 14.10% respectively, increase from 2010, respectively due to the decrease in gross profit ratio of 2010.

The net profits, in 2010 and 2009, were recorded at 13.70 and 18.27 million baht respectively, due to a decline in sales volume in 2010. In 2011, the net profit of 12.85 million Baht decrease from 2010, respectively due to the decrease in selling and cost of sales.

### Return to Equity

The company's rate of return to equity in 2009 was 1.49%, decreasing from the 2008 figure or accounting of 78.41% due to the decrease in sales revenue and net profits of the company when comparing to the 2008 figure. The Company announced dividends to shareholders for 2009 at the rate of 0.015 Baht per share or 82.10 % of net profits of 2009.

In 2010, the Company's rate of returns to Equity was at 1.13%, decreasing from the 2009 figure or accounting of 24.18% due to the decrease in sales revenue and net profits of the company when comparing to the 2009 figure. The Company announced dividends to shareholders for 2010 at the rate of 0.010 Baht per share or 73.00% of net profits of 2010.

In 2011, the Company's rate of returns to Equity was at 1.06%, decreasing from the 2010 due to the decrease in sales revenue and net profits of the company when comparing to the 2010 figure.

## Financial Statements

Assets

The main components of the Company's assets in 2009, 2010, and 2011 about 94.56 , 94.79% and 93.23% respectively are the costs of real estate development and For 2011, costs of real estate development and lands devolvement costs were 44.33% and 48.90% of total assets, respectively. The details of costs of property development and undeveloped lands were summarized below:

(Unit: Bt. million)

Costs of property development :	2009	2010	2011
● Projects being developed – completed: Baan Rock Garden Bypass 2	1.10	-	-
● Projects being developed – completed: Baan Rock Garden Bypass 3	8.42	6.63	5.91
● Projects being developed – completed: Baan Rock Garden Bypass 4	9.88	8.80	6.64
● Projects being developed – completed: Baan Rock Garden Bypass 5	-	-	-
● Projects being developed – completed: Baan Rock Garden Bypass 6 phase 1	246.65	68.19	60.70
● Projects being developed – completed: Baan Rock Garden Bypass 6 phase2-10		196.80	197.80
● Projects being developed – completed: Baan Rock Garden Airport 1	54.72	23.17	13.15
● Projects being developed – completed: Baan Rock Garden Airport 2	160.29	175.31	175.92
● Projects being developed – completed: Baan Rock Garden Airport 3	90.61	90.62	90.62
<b>Total</b>	<b>571.67</b>	<b>569.52</b>	<b>550.01</b>
Undeveloped land :			
● Vacant land: 3.5 rai – Soi Vacharapol, Bangkok	38.18	38.18	38.18
● Vacant land: 506 rai – Tumbol Pa Klog, Amphur Talang, Phuket*	507.80	507.80	507.80
● Vacant land: 104 rai – Tumbol Baan Pae, Amphur Muang, Rayong	60.62	60.62	60.62
<b>Total</b>	<b>606.60</b>	<b>606.60</b>	<b>606.60</b>

\*: In 2009 Project Rock Garden Bypass 6 start developing. But not yet converted to split sales.

The cost of property development as of 31 December 2009 was at 571.67 million Baht from the revenue recognition of their 7 projects.

The company's cost of property development as of 31 December 2010 was at 569.52 million Baht, increasing from the 2009 figure by 2.14 million Baht or accounting of 0.38% as the company had continually developed the Baan Rock Garden Airport 2 project, Baan Rock Garden Airport 3 project and Baan Rock Garden Bypass 6 project. These had caused the company to enable to recognize the revenues of total 6 projects which were the Baan Rock Garden Bypass 3, Baan Rock Garden Bypass 4, Baan Rock Garden Bypass 6, Baan Rock Garden Airport 1, Baan Rock Garden Airport 2 and Baan Rock Garden Airport 3 projects.



The company's cost of property development as of 31 December 2011 was at 550.01 million Baht, increasing from the 2010 figure by 19.51 million Baht or accounting of 3.43% as the company had continually developed the Baan Rock Garden Airport 2 project, Baan Rock Garden Airport 3 project and Baan Rock Garden Bypass 6 project. These had caused the company to enable to recognize the revenues of total 6 projects which were the Baan Rock Garden Bypass 3, Baan Rock Garden Bypass 4, Baan Rock Garden Bypass 6, Baan Rock Garden Airport 1, Baan Rock Garden Airport 2 and Baan Rock Garden Airport 3 projects.

In 2009, the undeveloped land bank of the company was at 606.60 million Baht, which comprised of the plots of lands at Soi Watcharaphon in Bangkok, Pa Klog District in Phuket and Baan Pae District in Rayong.

In 2011 and 2010, the undeveloped land bank of the company has not changed from those in 2008 as the company expected that for the next 2-3 years the company would still have adequate plots of lands for its future property development projects. However, the company continually looked for additional plots of lands for its future business opportunity.

### Account receivables

The Company recognizes the whole revenue from the sale of real estate as revenue when the sellers have transferred the material risk and benefit in such real estate to purchasers. When there is the arrangement of the contract of purchase and sell which is enforceable according to the law, the first down payment and installment fee which received but not yet counted to recognize as revenue will be recorded as deposit receipt from the sale of real estate. Therefore, the Company normally has no account receivables from sales of its real estate.

### Cash Flows and Liquidity

The company had cash inflow from operating activities in 2009 of 57.01 million Baht which was different from the 2008 figure as the net profits of the company had decreased, causing the cash inflow to be less. Moreover, with a continued property development projects, this had caused the overall cash flow from operating activities in 2009 to be cash outflow.

In 2010, the company had cash inflow from operation in an amount of 14.46 million baht, different from cash outflow in 2009 because no new project was launched in 2010. The company continued to develop the existing projects, resulting in cash inflow in 2010.

In 2011, the company had cash inflow from operation in an amount of 32.24 million baht. The company continued to develop the existing projects, resulting in cash inflow in 2011.

The Company's cash flow from investing activities showed net outflow in 2009 of 31.61 million Baht as the company had used its short term investment of 32 million Baht in 2008 to be used as its working capital during the year.

In 2010, the company's investment was about 21.70 million baht. The overall investments in 2010 were (1) short-term investment amounted of 25 million baht (2) deposit pledged as collateral reduced by about 1.25 million baht and (3) cash from interests of about 1.34 million baht.

In 2011, the company's investment was about 23.08 million baht. The overall investments in 2011 were (1) short-term investment amounted of 25 million baht (2) cash payment for purchase of equipments by about 0.21 million baht (3) cash receipt from disposal assets by about 0.23 million baht and (4) cash from interests of about 1.90 million baht.

In 2009 the Company's cash flow from financing activities showed net outflow of 45 million Baht increased from that of last year of 4.17 million Baht due to dividend payment of 2008 of 45 million Baht during the year and in 2010, the company had cash outflow from financing of 15 million Baht due to its 2009 dividend payment made during the year.

In 2011, the company had cash outflow from financing of 10 million Baht due to its 2010 dividend payment made during the year.

As for liquidity, the company had liquidity ratio of 29.21 in 2009 which increased from the 2008 figure by 8.96 as the company had higher cost of property development and lower current liabilities.

In 2010, the company had the liquidity ratio of 33.25, increasing from the 2009 figure by 4.05 due to lower in current liabilities in 2010.

In 2011, the company had the liquidity ratio of 33.95, increasing from the 2010 due to lower in current liabilities in 2010.

#### Sources of funds

##### -Liabilities-

The company had total liabilities as of 31 December 2009 of 33.56 million Baht, decreasing from the 2008 figure by 12.37 million Baht. The decrease was a result of a decrease in accrued corporate income tax of 10.39 million Baht as the sales revenue and profits to be calculated the corporate income tax had decreased from those in 2008.

As of 31 December 2010, the company had total liabilities of 29.49 million Baht, decreasing from the 2009 figure by 4.07 million Baht.

As of 31 December 2011, the company had total liabilities of 27.05 million Baht, decreasing from the 2010 figure by 2.45 million Baht. Details of total liabilities as of 31 December 2011 could be summarized as follows:

- (1) Accounts payable of 9.39 million Baht (which were the accounts payable who were not related parties)
- (2) Interest payment on loan of approximately 6.63 million Baht (the company had obligation to pay interest to the creditor for their long term loans in the form of land.)
- (3) Accrued corporate income tax of 2.38 million Baht
- (4) Performance bond of 7.62 million Baht and
- (5) Employee benefit obligation of 0.61 million Baht

The company's ability to pay for the interest as of December 31, 2009 it was that, respectively in 2009 the company did not interest expenses. The Company did not generate any further debt in 2009 and 2010 and in 2011 the Company did not have the debt with interest payment condition. Thus the Company had only small payable interest liability, since it had mostly relied on funding from shareholders. In searching for sources of funds in the future, the Company and its subsidiaries will first consider its financial structure, as well as the ability to settle the liability using the Company's cash flow from its operation. Regarding funding from financial institutions, the Company currently maintains good relationship with many of them, such that they provide credits to a number of the Company's customers. Additionally, the Company possesses assets that can be used as collaterals, such as lands that are being developed. Thus, the Company is confident in its liquidity to support future expansion.

### -Shareholder's equity-

The company had the shareholders' equity at end of 31 December 2009, of 1,212.53 million Baht, decreasing from the 2008 figure by 26.73 million Baht due to a decrease in the 2009 dividend payment and net profits. The shareholders' equity at end of December 2009 comprised of paid-up capital of 1,000 million Baht, premium on common stocks of 32.12 million Baht, adjusting entry from the merger and acquisition of 1.15 million Baht, legal reserves of 14.65 million Baht and retained earning of 164.61 million Baht.

As of 31 December 2010, the company had the shareholders' equity of 1,211.23 million Baht, decreasing from the 2009 figure by 1.30 million Baht due to a decrease in the 2010 dividend payment and net profits. The shareholders' equity at end of December 2010 comprised of paid-up capital of 1,000 million Baht, premium on common stocks of 32.12 million Baht, adjusting entry from the merger and acquisition of 1.15 million Baht, legal reserves of 15.40 million Baht and retained earning of 162.56 million Baht.

As of 31 December 2011, the company had the shareholders' equity of 1,223.56 million Baht, increased from the 2010 figure by 2.33 million Baht. The increase in shareholders' equity was from the increase in net profits of 2008 after dividend payment deduction. The shareholders' equity at end of December 2011 comprised of paid-up capital of 1,000 million Baht, premium on common stocks of 32.12 million Baht, adjusting entry from the merger and acquisition of 1.15 million Baht, legal reserves of 16.10 million Baht and retained earning of 164.19 million Baht.

### -Capital structure-

The debt to equity ratio as of 31 December 2009, 2010 and 2011 were 0.036 , 0.024 and 0.022, respectively. These ratios were not much different from one another, showing that the company's funding policy did not emphasize to generate the debts during a periods of economic slowdown in 2007 and the economic recession in 2008 and 2009.

**INDEPENDENT AUDITOR'S REPORT**

To the Shareholders of Baan Rock Garden Public Company Limited

I have audited the accompanying statement of financial position in which the equity method is applied and the separate statement of financial position as at December 31, 2011 and the related statement of comprehensive income in which the equity method is applied and the separate statement of comprehensive income, the statement of changes in shareholders' equity in which the equity method is applied and the separate statement of changes in shareholders' equity and the statement of cash flows in which the equity method is applied and the separate statement of cash flows for the year then ended of Baan Rock Garden Public Company Limited. The management is responsible for correctness and completeness of information in these financial statements. My responsibility is to express an opinion on these financial statements based on my audits. The financial statement in which the equity method is applied and the separate financial statements of Baan Rock Garden Public Company Limited for the year ended on December 31, 2010, which were compared with, were audited in accordance with generally accepted audited standards by other auditor in the same firm who expressed an unqualified opinion on these financial statement in her report dated on January 13, 2011.

I conducted my audits in accordance with generally accepted auditing standards. Those standards require that I plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. I believe that my audits provide a reasonable basis for my opinion.

In my opinion, the financial statements referred to above present fairly, in all material respects, the financial positions as at December 31, 2011 and the results of operations and its cash flow for the years then ended of Baan Rock Garden Public Company Limited in accordance with generally accepted accounting principle.



**BAAN ROCK GARDEN PUBLIC COMPANY LIMITED**  
**STATEMENTS OF FINANCIAL POSITION**  
**AS AT DECEMBER 31 , 2011 AND 2010**

(Unit : Baht)

	Notes	Financial statement in which the equity method is applied		Separate financial statements	
		2011	2010	2011	2010
			Reclassified		Reclassified
<u>Assets</u>					
Current assets					
Cash and cash equivalents		26,659,594.22	27,491,925.64	26,659,594.22	27,491,925.64
Current investment	5.1	50,000,000.00	25,000,000.00	50,000,000.00	25,000,000.00
Trade accounts and other receivable	6	1,397,819.17	5,633,808.70	1,397,819.17	5,633,808.70
Cost of real estate development	7	550,008,801.59	569,528,918.56	550,008,801.59	569,528,918.56
Other current assets		1,079.44	84,987.27	1,079.44	84,987.27
Total current assets		628,067,294.42	627,739,640.17	628,067,294.42	627,739,640.17
Non-current assets					
Investments in joint venture	8	333,199.53	352,933.20	373,003.18	373,003.18
Long - term loan to joint venture	5.1	3,200,000.00	3,200,000.00	3,200,000.00	3,200,000.00
Land development cost	9	606,596,765.01	606,596,765.01	606,596,765.01	606,596,765.01
Equipment	10	1,638,851.30	1,790,326.15	1,638,851.30	1,790,326.15
Pledged deposits at financial institutions	11	391,152.99	385,459.02	391,152.99	385,459.02
Intangible asset, net		1.00	262,072.02	1.00	262,072.02
Other non-current assets		386,716.00	400,756.00	386,716.00	400,756.00
Total non-current assets		612,546,685.83	612,988,311.40	612,586,489.48	613,008,381.38
Total assets		1,240,613,980.25	1,240,727,951.57	1,240,653,783.90	1,240,748,021.55

Notes to financial statements are an integral part of these financial statements.

**BAAN ROCK GARDEN PUBLIC COMPANY LIMITED**  
**STATEMENTS OF FINANCIAL POSITION**  
**AS AT DECEMBER 31 , 2011 AND 2010**

(Unit : Baht)

		Financial statement in which the equity method is applied		Separate financial statements	
	Notes	2011	2010	2011	2010
		Reclassified		Reclassified	
<u>Liabilities and Shareholders's Equity</u>					
Current liabilities					
Trade accounts payable and other payable	12	9,389,456.30	11,558,274.81	9,389,456.30	11,558,274.81
Current portion					
- Estimation of liabilities - interest of loan	5.1	6,627,996.31	6,627,996.31	6,627,996.31	6,627,996.31
Accrued income tax payable		2,385,274.91	1,762,864.83	2,385,274.91	1,762,864.83
Other current liabilities		97,053.01	182,590.78	97,053.01	182,590.78
Total current liabilities		18,499,780.53	20,131,726.73	18,499,780.53	20,131,726.73
Non-current liabilities					
Performance retention receipt from contractor		7,615,258.29	8,952,473.38	7,615,258.29	8,952,473.38
Employee benefit obligation	13	614,429.96	-	614,429.96	-
Other non-current liabilities		321,588.76	410,841.05	321,588.76	410,841.05
Total non-current liabilities		8,551,277.01	9,363,314.43	8,551,277.01	9,363,314.43
Total liabilities		27,051,057.54	29,495,041.16	27,051,057.54	29,495,041.16

Notes to financial statements are an integral part of these financial statements.

## BAAN ROCK GARDEN PUBLIC COMPANY LIMITED

## STATEMENTS OF FINANCIAL POSITION

AS AT DECEMBER 31, 2011 AND 2010

(Unit : Baht)

	Notes	Financial statement in which the equity method is applied		Separate financial statements	
		2011	2010	2011	2010
		Reclassified		Reclassified	
Shareholders' equity					
Share capital	14				
Authorized share capital					
1,000,000,000 ordinary shares, at par value of Baht 1.00		1,000,000,000.00	1,000,000,000.00	1,000,000,000.00	1,000,000,000.00
Issued and paid-up share capital					
1,000,000,000 ordinary shares, at par value of Baht 1.00		1,000,000,000.00	1,000,000,000.00	1,000,000,000.00	1,000,000,000.00
Premium on share capital		32,123,085.07	32,123,085.07	32,123,085.07	32,123,085.07
Surplus from reorganisation under the same control		1,149,466.83	1,149,466.83	1,149,466.83	1,149,466.83
Retained earnings					
Appropriated					
Legal reserve	15	16,100,000.00	15,400,000.00	16,100,000.00	15,400,000.00
Unappropriated		164,190,370.81	162,560,358.51	164,230,174.46	162,580,428.49
Total shareholders' equity		1,213,562,922.71	1,211,232,910.41	1,213,602,726.36	1,211,252,980.39
Total liabilities and shareholders' equity		1,240,613,980.25	1,240,727,951.57	1,240,653,783.90	1,240,748,021.55

Notes to financial statements are an integral part of these financial statements.



**BAAN ROCK GARDEN PUBLIC COMPANY LIMITED**  
**STATEMENTS OF COMPREHENSIVE INCOME**  
**FOR THE YEARS ENDED ON DECEMBER 31, 2011 AND 2010**

(Unit : Baht)

	Notes	Financial statement in which the equity method is applied		Separate financial statements	
		2011	2010	2011	2010
Revenues					
Revenues from sales		85,850,900.00	101,597,704.00	85,850,900.00	101,597,704.00
Other income		5,275,570.26	2,894,358.03	5,275,570.26	2,894,358.03
Total revenues		91,126,470.26	104,492,062.03	91,126,470.26	104,492,062.03
Expenses					
Cost of sales		47,766,491.20	58,210,454.19	47,766,491.20	58,210,454.19
Selling expenses		3,574,454.88	5,161,896.53	3,574,454.88	5,161,896.53
Administrative expenses		18,517,513.04	18,693,689.68	18,517,513.04	18,693,689.68
Management benefit expenses		4,052,579.00	4,016,900.00	4,052,579.00	4,016,900.00
Total expenses		73,911,038.12	86,082,940.40	73,911,038.12	86,082,940.40
Profit before interest in joint venture		17,215,432.14	18,409,121.63	17,215,432.14	18,409,121.63
Interest in joint venture		(19,733.67)	(20,069.98)	-	-
Profit before income tax		17,195,698.47	18,389,051.65	17,215,432.14	18,409,121.63
Income tax	16	(4,350,362.17)	(4,690,595.00)	(4,350,362.17)	(4,690,595.00)
Total comprehensive income for the year		12,845,336.30	13,698,456.65	12,865,069.97	13,718,526.63
Basic earnings per shares (Unit : Baht)	17	0.01	0.01	0.01	0.01
Number of ordinary shares (Unit : Share)		1,000,000,000	1,000,000,000	1,000,000,000	1,000,000,000

Notes to financial statements are an integral part of these financial statements.

**BAAN ROCK GARDEN PUBLIC COMPANY LIMITED**  
**STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY IN WHICH THE EQUITY METHOD IS APPLIED**  
**FOR THE YEARS ENDED ON DECEMBER 31, 2011 AND 2010**

(Unit : Baht)							
	Notes	Issued and paid-up share capital	Premium on Share capital	Surplus from reorganisation under the same control	Retained earnings		Total
					Appropriated legal reserve	Unappropriated	
As at January 1, 2010		1,000,000,000.00	32,123,085.07	1,149,466.83	14,650,000.00	164,611,902.06	1,212,534,453.96
Changes in equity for the year							
Legal reserve	15	-	-	-	750,000.00	(750,000.00)	-
Dividend paid	18	-	-	-	-	(15,000,000.20)	(15,000,000.20)
Total comprehensive income for the year		-	-	-	-	13,698,456.65	13,698,456.65
As at December 31, 2010		1,000,000,000.00	32,123,085.07	1,149,466.83	15,400,000.00	162,560,358.51	1,211,232,910.41
Changes in accounting policy	4	-	-	-	-	(515,324.00)	(515,324.00)
Restated balance		1,000,000,000.00	32,123,085.07	1,149,466.83	15,400,000.00	162,045,034.51	1,210,717,586.41
Change in equity for the year							
Legal reserve	15	-	-	-	700,000.00	(700,000.00)	-
Dividend paid	18	-	-	-	-	(10,000,000.00)	(10,000,000.00)
Total comprehensive income for the year		-	-	-	-	12,845,336.30	12,845,336.30
As at December 31, 2011		1,000,000,000.00	32,123,085.07	1,149,466.83	16,100,000.00	164,190,370.81	1,213,562,922.71

Notes to financial statements are an integral part of these financial statements.

**BAAN ROCK GARDEN PUBLIC COMPANY LIMITED**  
**SEPARATE STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY**  
**FOR THE YEARS ENDED ON DECEMBER 31, 2011 AND 2010**

	Notes	Issued and paid-up share capital	Premium on Share capital	Surplus from reorganisation under the same control	Retained earnings		Total
					Appropriated	Unappropriated	
					legal reserve		
As at January 1, 2010		1,000,000,000.00	32,123,085.07	1,149,466.83	14,650,000.00	164,611,902.06	1,212,534,453.96
Changes in equity for the year							
Legal reserve	15	-	-	-	750,000.00	(750,000.00)	-
Dividend paid	18	-	-	-	-	(15,000,000.20)	(15,000,000.20)
Total comprehensive income for the year		-	-	-	-	13,718,526.63	13,718,526.63
As at December 31, 2010		1,000,000,000.00	32,123,085.07	1,149,466.83	15,400,000.00	162,580,428.49	1,211,252,980.39
Changes in accounting policy	4	-	-	-	-	(515,324.00)	(515,324.00)
Restated balance		1,000,000,000.00	32,123,085.07	1,149,466.83	15,400,000.00	162,065,104.49	1,210,737,656.39
Change in equity for the year							
Legal reserve	15	-	-	-	700,000.00	(700,000.00)	-
Dividend paid	18	-	-	-	-	(10,000,000.00)	(10,000,000.00)
Total comprehensive income for the year		-	-	-	-	12,865,069.97	12,865,069.97
As at December 31, 2011		1,000,000,000.00	32,123,085.07	1,149,466.83	16,100,000.00	164,230,174.46	1,213,602,726.36

Notes to financial statements are an integral part of these financial statements.

**BAAN ROCK GARDEN PUBLIC COMPANY LIMITED**  
**STATEMENTS OF CASH FLOWS**  
**FOR THE YEARS ENDED ON DECEMBER 31, 2011 AND 2010**

(Unit : Baht)

	Financial statement in which the equity method is applied		Separate financial statements	
Notes	2011	2010	2011	2010
<b>Cash Flow from Operating Activities</b>				
Net profit before income tax	17,195,698.47	18,389,051.65	17,215,432.14	18,409,121.63
Adjustments to reconcile net profit for cash received (used) from operations				
Reversal doubtful accounts	(70,590.00)	(369,604.22)	(70,590.00)	(369,604.22)
Depreciation and amortisation	573,099.47	1,511,460.34	573,099.47	1,511,460.34
Revenue from written off	(1,597,035.03)	-	(1,597,035.03)	-
Gain from disposal assets	(183,644.86)	-	(183,644.86)	-
Loss from unused input tax	84,987.27	-	84,987.27	-
Gain on trade in of assets	-	(4,049.00)	-	(4,049.00)
Written off expenses	-	188,236.35	-	188,236.35
Interest in joint venture	19,733.67	20,069.98	-	-
Cost of real estate development reduced to be cost of goods sold	47,766,491.20	58,210,454.19	47,766,491.20	58,210,454.19
Provisions for employee benefits	99,105.96	-	99,105.96	-
Interest income	(1,903,296.23)	(1,344,271.30)	(1,903,296.23)	(1,344,271.30)
Profit from operation before changes in operating assets and liabilities	61,984,549.92	76,601,347.99	61,984,549.92	76,601,347.99
(Increase)decrease in trade accounts and other receivable	(383,456.74)	1,648,089.56	(383,456.74)	1,648,089.56
(Increase) decrease in cost of real estate development	(28,246,374.23)	(56,066,532.23)	(28,246,374.23)	(56,066,532.23)
(Increase) decrease in other current assets	(1,079.44)	(40.36)	(1,079.44)	(40.36)
(Increase) decrease in other non-current assets	14,040.00	230,693.00	14,040.00	230,693.00
Increase (decrease) in trade accounts payable and other payable	3,968,743.98	(7,339,930.12)	3,968,743.98	(7,339,930.12)
Increase (decrease) in other current liabilities	(85,537.77)	40,959.74	(85,537.77)	40,959.74
Increase (decrease) in performance retention receipts from contractor	(1,189,715.09)	4,717,344.56	(1,189,715.09)	4,717,344.56
Increase (decrease) in other non-current liabilities	(89,252.29)	(461,277.72)	(89,252.29)	(461,277.72)
Cash generated from operations	35,971,918.34	19,370,654.42	35,971,918.34	19,370,654.42
Cash payment for income tax	(3,727,952.09)	(4,907,678.97)	(3,727,952.09)	(4,907,678.97)
Net Cash Provided (Used) from Operating Activities	32,243,966.25	14,462,975.45	32,243,966.25	14,462,975.45

Notes to financial statements are an integral part of these financial statements.

**BAAN ROCK GARDEN PUBLIC COMPANY LIMITED**  
**STATEMENTS OF CASH FLOWS**  
**FOR THE YEARS ENDED ON DECEMBER 31, 2011 AND 2010**

(Unit : Baht)

	Notes	Financial statement in which the equity method is applied		Separate financial statements	
		2011	2010	2011	2010
<b>Cash Flow from Investing Activities</b>					
(Increase) decrease in short - term investment		(25,000,000.00)	(25,000,000.00)	(25,000,000.00)	(25,000,000.00)
Cash payment for purchase of equipments		(209,553.60)	(294,412.50)	(209,553.60)	(294,412.50)
Cash receipt from disposal assets		233,644.86	-	233,644.86	-
(Increase) decrease in pledged deposits at financial institutions		(5,693.97)	1,251,752.21	(5,693.97)	1,251,752.21
Cash receipt from interest		1,903,296.23	1,344,271.30	1,903,296.23	1,344,271.30
Net Cash Provided (Used) from Investing Activities		(23,078,306.48)	(22,698,388.99)	(23,078,306.48)	(22,698,388.99)
<b>Cash Flow from Financing Activities</b>					
Dividend payment		(9,997,991.19)	(15,000,000.20)	(9,997,991.19)	(15,000,000.20)
Net Cash Provided (Used) from Financing Activities		(9,997,991.19)	(15,000,000.20)	(9,997,991.19)	(15,000,000.20)
Net Increase(Decrease) in Cash and Cash Equivalent		(832,331.42)	(23,235,413.74)	(832,331.42)	(23,235,413.74)
Cash and Cash Equivalent at the Beginning of the Period		27,491,925.64	50,727,339.38	27,491,925.64	50,727,339.38
Cash and Cash Equivalent at the End of the Period	19.1	26,659,594.22	27,491,925.64	26,659,594.22	27,491,925.64

Notes to financial statements are an integral part of these financial statements.

**Baan Rock Garden Public Company Limited****Notes to Financial Statements****December 31, 2011 and 2010****1. General information**

Baan Rock Garden Public Company Limited (“the Company”) is a public limited company and is incorporated in Thailand. The Company is listed on Stock Exchange of Thailand. The address of the Company’s registered office is 601 Ramkhamheang 39 Pracha-Uthit Road, Wangthonglang, Bangkok.

The principal activities of the Company involve the business of real estate development in type of allotted houses so as for disposal while there is the project of completed development and being development in progress at Bangkok, Phuket and Samutprakran.

**2. Basis of preparation of financial statements**

The financial statement in which the equity method is applied and separate financial statements are prepared in Thai language and Thai Baht, and in conformity with Thai Generally Accepted Accounting Principles under the Accounting Act B.E. 2543 (or 2000), being those Thai Accounting Standards issued under the Account Profession Act B.E. 2547 (or 2004), and the financial reporting requirements of the Capital Market Supervisory Board under the Securities and Exchange Act B.E.2535 (or 1992).

The financial statement in which the equity method is applied and separate financial statements have been prepared under the historical cost convention except as disclosed in the accounting policies below.

The preparation of financial statements in conformity with Thai Generally Accepted Accounting Principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements and the amounts of revenues and expenses in the reported periods. Actual results may differ from those estimates. Although the management has most well prepared the figures of estimation from the understanding of events and the things that have been done presently.

The financial statement in which the equity method is applied and separate financial statements issued for Thai report purposes are prepared in the Thai language. This English translation of the financial statements has been prepared for the convenience of readers not conversant with the Thai language.

TAS No. 1 Presentation of Financial Statements (revised 2009)

TAS No. 2 Inventories (revised 2009)

TAS No. 7 Statement of Cash Flows (revised 2009)

TAS No. 8 Accounting Policies, Changes in Accounting Estimates and Errors (revised 2009)

TAS No. 10 Events after the Reporting Period (revised 2009)

TAS No. 11 Construction Contracts (revised 2009)

TAS No. 16 Property, Plant and Equipment (revised 2009)

TAS No. 17 Leases (revised 2009)

TAS No. 18 Revenue (revised 2009)

TAS No. 19 Employee Benefits

TAS No. 23 Borrowing Costs (revised 2009)

TAS No. 24 Related Party Disclosures (revised 2009)

TAS No. 26 Accounting and Reporting by Retirement Benefit Plans

TAS No. 27 Consolidated and Separate Financial Statements (revised 2009)

TAS No. 28 Investment in Associates (revised 2009)

TAS No. 29 Financial Reporting in Hyperinflation Economies

TAS No. 31 Investment in Joint Ventures (revised 2009)

TAS No. 33 Earnings per Share (revised 2009)

TAS No. 34 Interim Financial Reporting (revised 2009)

TAS No. 36 Impairment of Assets (revised 2009)

TAS No. 37 Provision, Contingent Liabilities and Contingent Assets (revised 2009)

TAS No. 38 Intangible Assets (revised 2009)

TAS No. 40 Investment Property (revised 2009)

TFRS No. 2 Share-based Payment

TFRS No. 3 Business combinations (revised 2009)

TFRS No. 5 Non-current Assets Held for Sale and Discontinued Operations (revised 2009)

TFRS No. 6 Exploration for and Evaluation of Mineral Resources

TFRI No. 15 Agreements for the Construction of Real Estate

TSI No. 31 Revenue – Barter Transactions Involving Advertising Services

Guide to Accounting Practice Re : Disclosures for An Entity Related to The Government

Guide to Accounting Practice Re : Transitional Provisions for Other Long-Term Employee Benefits

Guide to Accounting Practice Re : Accounting Treatment on Revaluation Model

Guide to Accounting Practice Re : Accounting Treatment for Condominium

The Company has adopted such financial reporting standards to the financial statements on the current period. The management believes that they don't have any significant impact on the financial statements for the current period except the adoption of the following new and revised financial reporting standards:

- The Company changed the accounting policy concerning the borrowing costs. Previously, the borrowing costs were recognized as the expense. Presently, the borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalized as part of the cost of that asset and the other borrowing costs are recognized as an expense in the period according to TAS No.23 "Borrowing Costs (revised 2009)". The Company applies the standard to borrowing costs relating to qualifying assets for which the commencement date for capitalization is on or after January 1, 2011 onwards. However, there is no an effects to the financial statement for the year ended on December 31, 2011 from the adoption of such accounting and
- The adoption of accounting standard concerning the employee benefits as described in the notes to financial statement no.4.

Moreover, the Federation of Accounting Profession has notified to apply the following financial reporting standards to the financial statements in the future periods.

	<u>Effective date</u>
TAS No. 20 Accounting for Government Grants and Disclosure of Government Assistance	1 January 2012
TAS No. 12 Income Taxes	1 January 2013
TAS No. 21 The Effects of Changes in Foreign Exchange Rates (revised 2009)	1 January 2013
TSI No. 10 Government Assistance – No Specific Relation to Operating Activities	1 January 2013
TSI No. 21 Income Taxes – Recovery of Revalued Non-Depreciable Assets	1 January 2013
TSI No. 25 Income Taxes – Change in the Tax Status of an Entity or its Shareholders	1 January 2013

The Company has not early adopted such financial reporting standards having the effective date to the financial statements on the future periods before the effective dates. The management believes that they will not have any significant impact on the financial statements for the period in which they are initially adopted except the following accounting standards;

- TAS 12 Income Taxes, which stipulates that the Company is required to recognize the deferred tax liabilities or the deferred tax assets when the temporary difference between the tax base and the carrying amount of the asset or the liability is occurred, however, the Company presently doesn't recognize such transaction.

The management is currently assessing the first-year impact on the Company's financial statements.



### 3. Accounting policies

#### 3.1 Cash and cash equivalents

For the purposes of the cash flow statement, cash and cash equivalents comprise cash on hand, deposits with banks and other short-term highly liquid investments with original maturities of three months or less.

#### 3.2 Trade accounts receivable

Trade accounts receivable are carried in the statement of financial position at the amount expected to be collectible. Allowance for doubtful receivables are estimated by percentage of accounts receivable which is assessed primarily on analysis of payment histories and review of all outstanding amounts at the end of the reporting period. The amount of the allowance is the difference between the carrying amount of the receivable and the amount expected to be collectible. Bad debts are written off during the year in which they are identified.

#### 3.3 Cost of real estate development

Cost of real estate development is reflected according to the cost price or net realizable value whichever is lower. Cost price is composed of cost of land acquisition, land development, project construction cost and public utility system. The Company records the cost of real estate development as cost of goods sold by appropriating the whole cost of development anticipated to incur (by taking the actual cost) to the houses plus land sold in accordance with the basis of area sales.

#### 3.4 Land development cost

Land development cost means the land the Company aims to hold for the future benefit and recorded as non current asset by reflecting according to the cost price which may adjust by allowance for asset impairment. The cost price is composed by land fee and other related expense so as to acquire the land.

### 3.5 Investments in joint venture

Joint venture is the entity the Company is materially influential or mutually in the decision making in respect of investment policy and operation but not yet control in such policy. Investment in joint venture is reflected in the financial statements which reflected by investment according to equity method by using equity method. Such method will record participating profit or loss after acquisition on behalf of the Company in joint venture in the profit or loss. The accumulated result of the change after the acquisition will be adjusted against book value of investment. Investment in joint venture in the separate financial statements is recorded by cost method after deducting allowance for impairment of investment.

### 3.6 Equipment

Equipment held for use in the production or supply of goods or services, or for administrative purposes, are stated in the statement of financial position at their historical cost less accumulated depreciation and accumulated impairment losses (if any).

The cost of an item of asset comprises its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates, any costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management, the initial estimate of the costs of dismantling and removing the item and restoring the site on which it is located, and the borrowing costs directly attributable to the acquisition, construction or production of a qualifying asset.

The Company depreciation is calculated on the straight-line method to write off the cost of each asset, except for assets under construction, to their residual values over their estimated useful life as follows:

Fixture and building improvements	10 year
Vehicles	5 year
Office equipment	5 year

The residual value, the useful life and the depreciation method of an asset will be reviewed at least at each financial year-end.

The gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognized in profit or loss.

### 3.7 Impairment of assets

The carrying amounts of the Company's assets and also intangible assets are reviewed at the end of each reporting period to determine whether there is any indication of impairment. If any such indication that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the carrying amount of the assets exceeds its recoverable amount which is the higher of an asset's net selling price and value in use. For the purposes of assessing impairment, assets are grouped at the lowest level for which there is separately identifiable cash flows.

The Company will recognize impairment losses in profit or loss, or reduce the revaluation increment in assets in case that those assets are previously revalued. The reversal of impairment losses will be recognized in profit or loss or as a revaluation increment in assets when there is an indication that the impairment losses are no longer exist or decreased.

### 3.8 Intangible assets

Intangible assets that are acquired by the Company, which have finite useful lives, are stated at cost less accumulated amortization and impairment losses. Amortization is calculated using the straight-line method to allocate the cost over their estimated useful lives (5 years).

### 3.9 Provisions

Provisions are recognized when the Company has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation, and a reliable estimate of the amount can be made. Where the Company expects a provision to be reimbursed, the reimbursement is recognised as a separate asset but only when the reimbursement is virtually certain.

### 3.10 Recognition of revenue

The Company recognizes the whole revenue from the sale of real estate as revenue when the sellers have transferred the material risk and benefit in such real estate to purchasers. When there is the arrangement of the contract of purchase and sell which is enforceable according to the law, the first down payment and installment fee which received but not yet counted to recognize as revenue will be recorded as deposit receipt from the sale of real estate.

Interest revenue is recognized using the effective interest method.

Other revenue is recognized according to the accrual basis.

### 3.11 Retirement benefit costs

#### Defined contribution plan

The Company operates a provident fund which is funded by payments from employees and by the Company. The assets for which are held in a separate trust fund. Contributions to the provident fund are recognized in profit or loss in the period in which they are incurred.

#### Defined benefit plan

The Company has the employee benefit obligation in case of retirement or termination under the labor law. The Company hires an actuary to calculate on an actuarial technique the said employee benefit obligation. The said employee benefit obligation is discounted using the projected unit credit method by reference to an interest rate of a government bond to determine the present value of the employee benefit obligation, related past service cost and current service cost. All actuarial gains and losses are recognized immediately in profit or loss.

### 3.12 Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of a qualifying assets, which are assets that necessarily takes a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalization.

All other borrowing costs are recognized in profit or loss in the period in which they are incurred.

### 3.13 Income tax

Income tax expense is calculated from taxable income and recorded based on tax paid and accrued for the year.

### 3.15 Financial instruments

Business segments provide products and services that are subject to risks and returns that are different from those of other business segments. Geographic segments provide products or services within a particular economic environment that is subject to risks and returns that are different from those of components operating in other economic environments.

Segment information is presented by business segments of the Company's operations.

### 3.15 Financial instruments

Financial assets and liabilities carried on the statement of financial position include cash and cash equivalents, investment in equity securities, trade and other receivables, trade and other payables, and loan receivables and payables. The accounting policies on recognition and measurement of these items are disclosed in the respective accounting policies found in this note.

### 3.16 Critical accounting estimates, assumption and judgments

Estimates and judgments are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

## Equipment and intangible assets

Management determines the estimated useful lives and residual values for the Company's equipment and intangible assets. Management will revise the depreciation charge where useful lives and residual values are different to previously estimated, or its will write off or write down technically obsolete or assets that have been abandoned or sold.

#### 4. Change in accounting policy

From January 1, 2011 onward, the Company applied TAS No.19 Employee Benefits. The accounting standard requires that the Company shall recognize the employee benefits as the expense when the Company consumes the economic benefit arising from service provided by an employee and will recognize as a liability when an employee has provided service in exchange for employee benefits to be paid in the future. The Company elected to increase the liability on the employee benefit obligation in case of retirement or hiring cancellation under the labor law by adjusting such liability to the retained earnings as at January 1, 2011 according to an alternative transitional treatment under the accounting standard.

The adoption of such accounting standard has the effects to the financial statement as follows:

	(Unit : Baht)
	Financial statement in which the
	equity method is applied
	/Separate financial statements
	<u>As at January 1, 2011</u>
Increase in employee benefit obligation	515,324.00
Decrease in retained earnings as at January 1, 2011	515,324.00

	(Unit : Baht)
	Financial statement in which the
	equity method is applied
	/Separate financial statements
	<u>For the year ended on December 31, 2011</u>
Increase in administrative expenses	11,271.00
Increase in management benefit expenses	88,679.00
Decrease in comprehensive income	99,950.00
Decrease in basic earnings per share (Unit : Baht)	0.0001

## 5. Related party transactions

Enterprises and individuals that directly, or indirectly through one or more intermediaries, control, or are controlled by, or are under common control with, the company, including holding companies, subsidiaries and fellow subsidiaries are related parties of the company. Associates and individuals owning, directly or indirectly, an interest in the voting power of the company that gives them significant influence over the enterprise, key management personnel, including directors and officers of the company and close members of the family of these individuals and companies associated with these individuals also constitute related parties.

In considering each possible related party relationship, attention is directed to the substance of the relationship, and not merely the legal form.

The Company's major shareholder is the Silaprarat family, holding 35.62% (2010 : 47.61%) Chamaraman family is a shareholder, holding 7.08% (2010 : 7.22%) and Chinprapinporn family is a shareholder, holding 14.98% (2010 : 9.92%) and Suthamjariya family is a shareholder, holding 12.00% (2010 : 5.00% ) of the share capital of the Company. Transactions related to companies in which the Silaprarat family, Chamaraman family Chinprapinporn family and Suthamjariya family are the principal shareholders or directors are recognized as related parties to the Company.

Transactions with related parties during the years ended on December 31, 2011 and 2010 as follows:

### 5.1 Inter-assets and liabilities

		(Unit : Baht)
	Financial statement in which the equity method is applied / Separate financial statements	
	<u>2011</u>	<u>2010</u>
- Current investment		
Ratchthani Leasing Public		
Company Limited		
Beginning balance	25,000,000.00	-
Increase during the year	25,000,000.00	95,000,000.00
Decrease during the year	-	(70,000,000.00)
Ending balance	50,000,000.00	25,000,000.00

(Unit : Baht)

Financial statement in which the equity method is  
applied / Separate financial statements

	<u>2011</u>	<u>2011</u>
- Long - term loan to joint venture		
Yamu Property Development Limited		
Beginning balance	3,200,000.00	3,200,000.00
Increase during the year	-	-
Decrease during the year	-	-
Ending balance	3,200,000.00	3,200,000.00
- Estimation of liabilities-interest of loan		
Beginning balance	6,627,996.31	6,627,996.31
Interest expenses during the year	-	-
Repayment during the year	-	-
Ending balance	6,627,996.31	6,627,996.31

Current investment is the investment in promissory note, at call, issued by Ratchthani Leasing Public Company Limited and carried interest rate of 4.25%-4.75% per annum. (2010 : 4.25% per annum)

Long-term loan to joint venture has contract without repayment schedule and no interest charged.

## 5.2 Inter revenues and expenses

Inter revenues and expenses during the years ended on December 31, 2011 and 2010 are as follow:-

(Unit : Baht)

Financial statement in which the equity method is applied /  
Separate financial statements

	<u>2011</u>	<u>2010</u>
Interest Income		
Ratchthani Leasing Public Company Limited	1,712,773.96	1,185,924.73
Rental and Service fee		
Rock Garden Group Co., Ltd	2,159,922.00	2,151,047.01



5.3 Management benefit expenses

Management benefit expenses for the years ended on December 31, 2011 and 2010 are as follow:-

	(Unit : Baht)	
	Financial statement in which the equity method is applied /	
	Separate financial statements	
	<u>2011</u>	<u>2010</u>
Short-term employee benefits	3,963,900.00	4,016,900.00
Post-employment benefits	88,679.00	-
	<u>4,052,579.00</u>	<u>4,016,900.00</u>

5.4 Pricing policies

<u>Trading Transactions</u>	<u>Pricing Policy</u>
Interest receipted for Current investment	Refer with market interest rate
Interest payable for long term loan	Interest is payable in the rate which mutually agreed in the contract (note no.7)
Office rental	Refer with the market price which locates in the same area.

5.5 Relationship

<u>Companies Name</u>	<u>Nature of Relationship</u>
Yamu Property Development Limited	Common directors and shareholders
Rock Garden Group Co., Ltd.	Common directors and shareholders
Rock Garden Beach Co.,Ltd.	Common directors and shareholders
C and C N Group Co, Ltd.	Common directors and shareholders
Guilin Panggha Co., Ltd.	Common directors and shareholders
Chucheeep Housing Land Co.,Ltd	Common directors and shareholders
Choocheep Northern Group Co.,Ltd.	Common directors and shareholders
Phowatchara Co.,Ltd	Common directors and shareholders
Phukao Hauchang Pungnga Co.,Ltd	Common directors and shareholders
Ratchada Power Plus Co.,Ltd	Common directors and shareholders

<u>Companies Name</u>	<u>Nature of Relationship</u>
Ratchthani Leasing Public Co., Ltd.	Common directors and some shareholders
City and Associate Co.,Ltd	Common directors and some shareholders
Chaleamcheep Co.,Ltd	Common directors and some shareholders
Car 2 Buy Co.,Ltd	Common directors and some shareholders
City Wood Co.,Ltd	Common directors and some shareholders
CS Real Estate Co.,Ltd	Common directors and some shareholders
Hua Hin Sea-view Paradise Co.,Ltd	Common directors and some shareholders
Aom Noi Hattasat Co.,Ltd	Common directors and some shareholders
R G Star Club Co., Ltd.	Shareholding by directors of Company

#### 5.6 Commitments with related parties

As at December 31, 2011, the Company has entered into lease agreements for office space and service with one related company for 1 year with options to renew. The Company constitutes obligation commitment that has to repay for such rental under these agreements amounting to approximately Baht 0.15 million per month. (2010 : Baht 0.15 million per month)

6. Trade accounts and other receivable

Consisted of :-

(Unit : Baht)

	Financial statement in which the equity method is applied / Separate financial statements	
	<u>2011</u>	<u>2010</u>
Trade accounts receivable		
Notes receivable	-	10,000.00
Trade accounts receivable	383,395.00	423,395.00
Total	383,395.00	433,395.00
<u>Less</u> Allowance for doubtful debt-trade accounts receivable	(383,395.00)	(423,395.00)
	-	10,000.00
Other receivable		
Advance-subcontractor	2,955,824.63	7,331,251.10
Advance-staff	-	29,000.00
Prepaid expenses	584,130.34	367,524.31
Other receivable	77,402.70	146,161.79
Total	3,617,357.67	7,873,937.20
<u>Less</u> Allowance for doubtful debt-advance	(2,219,538.50)	(2,250,128.50)
	1,397,819.17	5,623,808.70
Total	1,397,819.17	5,633,808.70

Outstanding trade accounts receivable as at December 31, 2011 and 2010 can be aged as follow :

	(Unit : Baht)	
	Financial statement in which the equity method is applied / Separate financial statements	
	<u>2011</u>	<u>2010</u>
Overdue not exceeding 3 months	-	10,000.00
Overdue more than 3 months but not exceeding 6 months	-	-
Overdue more than 6 months but not exceeding 12 months	-	-
Overdue more than 12 months	383,395.00	423,395.00
Total	383,395.00	433,395.00
<u>Less</u> Allowance for doubtful debt	(383,395.00)	(423,395.00)
Net	-	10,000.00

The movement of allowance for doubtful debt-trade accounts receivable for the year ended 31 December 2011 is as follows:

	(Unit : Baht)
	Financial statement in which the equity method is applied / Separate financial statements
Beginning balance	(423,395.00)
Increase during the year	-
Decrease during the year	40,000.00
Ending balance	<u>(383,395.00)</u>

The movement of allowance for doubtful debt-advance for the year ended 31 December 2011 is as follows:

(Unit : Baht)

	Financial statement in which the equity method is applied / Separate financial statements
Beginning balance	(2,250,128.50)
Increase during the year	-
Decrease during the year	30,590.00
Ending balance	<u>(2,219,538.50)</u>

7. Cost of real estate development

(Unit : Baht)

	Financial statement in which the equity method is applied/ Separate financial statements	
	<u>2011</u>	<u>2010</u>
Houses for sale	94,343,948.00	94,343,948.00
Land development	479,792,940.38	479,773,722.65
Construction in progress	765,095,118.97	736,867,962.47
Total	<u>1,339,232,007.35</u>	<u>1,310,985,633.12</u>
<u>Less</u> Transfer to cost of sales	(788,824,579.34)	(741,058,088.14)
Transfer to property plant and equipment	<u>(398,626.42)</u>	<u>(398,626.42)</u>
Cost of real estate development	<u><u>550,008,801.59</u></u>	<u><u>569,528,918.56</u></u>

During the 2010 cost of real estate development amount of Baht 238.70 million have been mortgaged as collateral against bank overdraft account and short term loan a ailment from financial institution. On March 25, 2011, the Company has been cancelled credit facilities from financial institution, including the release of a mortgage of land and cost of real estate as collateral for such credit facilities

As at December 31, 2011, amount in accordance with that performed the contract of purchase and sale until presently carried the amount of Baht 1,621.10 millions (2010 : Baht 1,492.24 millions).

The Company borrows loan from two shareholders while the contract is agreed to repay the loan cost by transferring land after development in number of 5 rais to such borrowers on November 30, 2006 (date which is due for loan repayment). Moreover, on October 5, 2010, two shareholders have prepared letter of land ownership transfer in number of 5 Rais to one director who is solely ownership in such land without any remuneration fee. As at December 31, 2011 such land, carried the value of Baht 6.63 millions, has not been transferred to the shareholders (2010 : Baht 6.63 millions).

As at December 31, 2011, the some cost of real estate development with the carrying amount of Baht 476.71 million that are expected to be sold more than twelve months after the reporting period (2010 : Baht 521.76 millions).

#### 8. Investment in joint venture

The nature and carrying value of investment in joint venture can be summarised as follows:

<u>Name of joint venture</u>	(Unit : Baht)		% of holding		Cost method		(Unit : Baht)	
	Paid up capital						Equity method	
	2011	2010	2011	2010	2011	2010	2011	2010
Yamu Property Development Co.,Ltd.	2,000,000.00	2,000,000.00	50.00	50.00	1,000,000.00	1,000,000.00	352,933.20	373,003.18
<u>Less</u> Allowance for impairment of investment					(626,996.82)	(626,996.82)	(19,733.67)	(20,069.98)
Net					373,003.18	373,003.18	333,199.53	352,933.20

The Company has purchased ordinary shares of Yamu Property Development Co., Ltd. (joint venture) in the rate of 50% of capital already called for paid-up. The Company recognizes interest in joint venture by selecting equity method since the management considers from the actual substance and sees that the other party of joint venture comprises the power in determination of financial and operation policy, especially that is related to the fund raising and marketing. The Company comprises participation in such decision making. Under to the equity method, it is determined that the Company will recognised initial interest in joint venture at cost and adjusted thereafter for the post-acquisition change in the venturer's share of net assets of the jointly controlled entity. The profit or loss of the venturer includes the venturer's share of the profit or loss of the jointly controlled entity.

The aggregate amounts of each transaction related to the Company's interest in joint venture as at December 31, 2011 and 2010 are as follows:

	(Unit : Baht)	
	<u>2011</u>	<u>2010</u>
Current assets	59,818.63	77,560.51
Non-Current assets	3,518,308.48	3,477,372.70
Current Liabilities	44,931.25	2,000.00
Non-Current liabilities	3,200,000.00	3,200,000.00
Revenue	452.66	235.03
Expense	20,190.00	20,305.00

9. Land development costs

	(Unit : Baht)	
	Financial statement in which the equity method is applied/ Separate financial statements	
	<u>2011</u>	<u>2010</u>
Cost of land	611,876,065.01	611,876,065.01
<u>Less</u> Allowance for impairment	<u>(5,279,300.00)</u>	<u>(5,279,300.00)</u>
Land development cost	<u>606,596,765.01</u>	<u>606,596,765.01</u>

As at December 31, 2011 the Company has the land development with cost of Baht 38.18 million (2010 : Baht 38.18 millions) is mortgaged as collateral for credit facilities of bank overdraft, long-term loans and letter of guarantee from bank, moreover two directors of the company have guaranteed in full amount of credit line.

10. Equipment

Consist of :

Financial statement in which the equity method is applied / Separate financial statement

(Unit : Baht)

	Office equipment	Furniture and improvement	Vehicle	Construction in progress	Total
Cost:-					
As at January 1, 2011	2,899,025.62	731,808.04	5,993,294.67	-	9,624,128.33
Purchase	110,438.30	33,000.00	-	66,115.30	209,553.60
Transfer in	66,115.30	-	-	-	66,115.30
Disposal	-	-	(900,000.00)	-	(900,000.00)
Transfer out	-	-	-	(66,115.30)	(66,115.30)
As at December 31, 2011	3,075,579.22	764,808.04	5,093,294.67	-	8,933,681.93
Accumulated depreciation:-					
As at January 1, 2011	(2,351,449.98)	(507,286.20)	(4,975,066.00)	-	(7,833,802.18)
Depreciation for the year	(140,155.68)	(69,638.90)	(101,233.87)	-	(311,028.45)
Disposal	-	-	850,000.00	-	850,000.00
As at December 31, 2011	(2,491,605.66)	(576,925.10)	(4,226,299.87)	-	(7,294,830.63)
Net book value					
As at December 31, 2011	583,973.56	187,882.94	866,994.80	-	1,638,851.30
Depreciation in the statements of comprehensive income					
For the years ended on December 31, 2011					311,028.45



(Unit : Baht)

	Office equipment	Furniture and improvement	Vehicle	Construction in progress	Total
Cost:-					
As at January 1, 2010	2,634,889.62	709,248.04	5,993,294.67	-	9,337,432.33
Purchase	276,186.00	22,560.00	-	-	298,746.00
Disposal/Transfer out	(12,050.00)	-	-	-	(12,050.00)
As at December 31, 2010	2,899,025.62	731,808.04	5,993,294.67	-	9,624,128.33
Accumulated depreciation:-					
As at January 1, 2010	(2,058,408.57)	(402,057.64)	(4,136,716.63)	-	(6,597,182.84)
Depreciation for the year	(305,090.41)	(105,228.56)	(838,349.37)	-	(1,248,668.34)
Disposal/Transfer out	12,049.00	-	-	-	12,049.00
As at December 31, 2010	(2,351,449.98)	(507,286.20)	(4,975,066.00)	-	(7,833,802.18)
Net book value					
As at December 31, 2010	547,575.64	224,521.84	1,018,228.67	-	1,790,326.15
Depreciation in the statements of comprehensive income					
For the years ended on December 31, 2010					1,248,668.34

As at December 31, 2011, certain equipment of the Company have been fully depreciated but are still in use. The original cost, before deducting accumulated depreciation, of those assets amounted to Baht 4.44 million (2010 : Baht 4.25 million).

#### 11. Pledged deposits at financial institutions

As at December 31, 2011, the Company constitutes fixed deposit with merchant bank in amount of Baht 0.39 millions (2010 : Baht 0.39 millions) has been pledged as collateral against the use of electricity, transformer and maintenance fee of public utility or public service of the Company.

12. Trade accounts payable and other payable

Consisted of :-

(Unit : Baht)

	Financial statement in which the equity method is applied / Separate financial statements	
	<u>2011</u>	<u>2010</u>
Trade accounts payable		
Trade accounts payable	3,685,460.29	6,898,278.35
Subcontractor	15,484.56	929,530.76
	<u>3,700,944.85</u>	<u>7,827,809.11</u>
Other payable		
Performance retention receipts for contractor	2,196,000.00	1,727,400.00
Retention from subcontractor	2,605,358.25	1,254,566.61
Accrued expenses	745,509.76	605,864.46
Accrued dividend	3,688.44	1,679.63
Other payable	98,955.00	101,955.00
Other	39,000.00	39,000.00
	<u>5,688,511.45</u>	<u>3,730,465.70</u>
Total	<u>9,389,456.30</u>	<u>11,558,274.81</u>

13. Employee benefit obligation

As at December 31, 2011, the Company has the employee benefit obligation in case of retirement or hiring cancellation under the labor law. The Company hires an actuary to calculate on an actuarial technique the said employee benefit obligation. The said employee benefit obligation is discounted using the projected unit credit method by reference to an interest rate of a government bond to determine the present value of the employee benefit obligation, related past service cost and current service cost.

As at December 31, 2011, the Company recognizes the employee benefit obligation as the liability in amount of Baht 0.61 million in the financial statement in which the equity is applied and the separate financial statements.

Changes in the present value of the employee benefit obligation as at December 31, 2011 are as follows :

(Unit : Baht)

	Financial statement in which the equity is applied /Separate financial statements
Employee benefit obligation as at January 1, 2011	515,324.00
Current service cost	75,207.00
Interest cost	24,743.00
Actuarial (gain) loss	(844.04)
Employee benefit obligation as at December 31, 2011	614,429.96

Principal actuarial assumptions as at December 31, 2011, are as follows :

	Financial statement in which the equity is applied /Separate financial statements
Discount rate at end of period	4.19%
Future salary increase	2.25% - 3.98%
Proportion of employees opting for early retirement	0.00% - 20.00%

#### 14. Share capital

The movement of share capital for the years ended on December 31, 2011 and 2010 are as follow:-

	Number of shares (Unit : share)	Ordinary shares (Unit : Baht)
As at January 1, 2010	1,000,000,000	1,000,000,000.00
Issue of share during the year	-	-
As at December 31, 2010	1,000,000,000	1,000,000,000.00
Issue of share during the year	-	-
As at December 31, 2011	1,000,000,000	1,000,000,000.00

As at December 31, 2011, the total number of registered ordinary shares is in number of 1,000,000,000 shares (2010 : number of 1,000,000,000 shares ). There is par value of Baht 1.00 per share. (2010 : par value of Baht 1.00 per share) Shares capital issued and paid-up in number of 1,000,000,000 shares (2010 : number of 1,000,000,000 shares). There is par value of Baht 1.00 per share. (2010 : par value of Baht 1.00 per share)

#### Capital risk management

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the Company may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt obligations.

#### 15. Legal reserve

Pursuant to Section 116 of the Public Limited Companies Act B.E. 2535, the Company is required to set aside to a statutory reserve at least 5 percent of its net income, after deducting accumulated deficit brought forward (if any), until the reserve reaches 10 percent of its registered share capital. The statutory reserve is not available for dividend distribution.

For the year ended on December 31, 2011, the Company has appropriated net profit amounting to Baht 0.70 millions to the statutory reserve (2010 : Baht 0.75 millions).

#### 16. Income tax

In 2011, income taxed of the Company has been calculated at the rates of 25% (2010 : 25%) on profit before income tax, after adding adjusted transaction in accordance with the Revenue Code which is mainly concerning to undetectable expenses, loss on impairment and depreciation of vehicles for the excess cost from Baht 1 million, etc.

#### 17. Basic earnings per share

Basic earnings per share is calculated by dividing the net profit for the year attributable to shareholders by the weighted average number of paid-up ordinary shares in issue during the year.

18. Dividend

In accordance with the minute of general shareholders meeting held on March 31, 2011, the shareholders approved the payment of annual dividend for the year 2010 of Baht 0.01 per share in total amount of Baht 10.00 million. The Company paid such dividend on April 25, 2011 (2010 : Baht 15.00 millions).

## 19. Supplemental disclosures of cash flow information

19.1 Cash and cash equivalents consist of :-

	(Unit : Baht)	
	Financial statement in which the equity method is applied / Separate financial statements	
	For the year ended on December 31,	
	<u>2011</u>	<u>2010</u>
Cash on hand	120,000.00	120,000.00
Cash deposits-saving accounts	12,906,531.18	12,974,818.62
Cash deposits-current accounts	13,633,063.04	14,397,107.02
Total	26,659,594.22	27,491,925.64

19.2 Non-cash items are as follows:-

		(Unit : Baht)
	Financial statement in which the	
	equity method is applied /	
	Separate financial statements	
	For the year ended on December 31,	
	<u>2011</u>	<u>2010</u>
Written off advance payments contractor	4,690,036.27	-
Written off trade accounts payable	(6,139,571.30)	-
Written off performance retention receipt from contractor	(147,500.00)	-
Revenue from written off	(1,597,035.03)	-
Accrued dividend	3,688.44	1,679.63

20. Expense by nature

The following expenditure items, classified by nature, have been charged in arriving at net profit before income tax for the years ended on December 31, 2011 and 2010 are as follows :

	(Unit : Baht)	
	Financial statement in which the equity method is applied /	
	Separate financial statements	
	<u>2011</u>	<u>2010</u>
Construction in progress	28,246,374.23	56,066,532.23
Change in construction in process	(19,520,116.97)	(2,143,921.96)
Depreciation and amortization	573,099.47	1,511,460.34
Reversal doubtful debts	(70,590.00)	(369,604.22)
Employee benefit expenses	5,948,610.16	5,901,908.41
Management benefit expenses	4,052,579.00	4,016,900.00

21. Employee benefit21.1 Provident fund

For the year ended on December 31, 2011, the Company recognizes the employee benefit expense for the payment of contribution into the provident fund at the amount of Baht 0.20 million in the financial statement in which the equity method is applied and the separate financial statements. (2010 : Baht 0.19 million in the financial statement in which the equity method is applied and the separate financial statements.).

21.2 Retirement employee benefit

For the year ended on December 31, 2011, the Company recognizes the employee benefit expense in case of retirement or termination under the labor law, as follows :

	(Unit : Baht)	
	Financial statement in which the equity method is applied / Separate financial statements	
	<u>2011</u>	<u>2010</u>
Current service cost	75,207.00	-
Interest cost	24,743.00	-
Total	99,950.00	-

Employee benefit expense item in case of retirement or termination under the labor law for the year ended on December 31, 2011 is inclusively presented in the line items, as follows :

	(Unit : Baht)	
	Financial statement in which the equity method is applied / Separate financial statements	
	<u>2011</u>	<u>2010</u>
Administrative expenses	11,271.00	-
Management benefit expenses	88,679.00	-
Total	99,950.00	-

22. Segment Information

The Company is engaged in property development, by which the management team considers that they are complementary to each other so that they are almost the same business and are operated solely in Thailand by selling their products domestically only. As a result, all of revenues, profit and assets as reflected in these financial statements pertaining to the aforementioned sole business segment and geographic area as said above.

The Company has to face with important financial risk, for instance, risk from interest rate and risk from credit provision. The Company has not hold any policy to conduct any business in financial instrument which is derivative so as for speculating profit or for trading.

The Company constitutes risk from interest rates since there is deposit and liability which has to repay interest; however, the Company believes that fluctuation of future interest rate in the market will not materially affect to results of operation and cash flow of the Company.

The Company constitutes low risk from credit provision since given the sale of property is sale which determined that liability from customers is fully repayable before the delivery of property is fulfilled.

The methods and assumptions used by the Company in estimating the fair value of financial instruments for financial assets and liabilities which have short-term maturity, including cash and cash at banks, accounts receivable and accounts payable, their carrying amounts in the statement of financial position approximate their fair value.

As at 31 December 2011, fair value of significant financial instruments are estimated to be close to the carrying amounts in the statement of financial position, with no material differences.

24.1 As at December 31, 2011, the Company constitutes obligation commitment in the project development and property construction by amount of Baht 20.39 millions (2010 : Baht 45.85 millions).

24.2 As at December 31, 2011, the Company constitutes letter of guarantee which issued by a bank to guarantee the repayment of electricity and land allotment by total Bath 12.52 millions (2010 : Baht 13.12 millions).



24.3 The Company constitutes credit line of bank overdraft account which has not been withdraw in amount of Baht 5.00 million (2010 : Baht 5.00 million) which there is land development are collateral and there is the Company's directors guarantee.

24.4 The Company has engaged the hiring contract in light of marketing and selling with one company while there is the period of 1 year. The Company is obliged to repay the sale remuneration in rate 1.75%-2.00% of selling prices. (2010 : 1.75%-2.00% of selling price)

25. Prosecuted Cases

During the year 2010, the Company has been sued by 13 purchasers of residents for the total of Baht 36.48 million in compensation of the damage incurred from the inconvenience in usage of the common roads because the purchasers thought the common area of the Rock Garden Village Project has no obligation and the Company has the ownership of the said common area per the advertisement of the Company. However, the ownership of the said project's common area belongs to related and outside persons whom have registered the servitude of access for the land in the said project to use as access roads. The real estate agents responsible for the sales of land together with housing in the project have already informed the plaintiff about the said information. Nevertheless, the said litigation is in the process of the court hearing and the Company believe the adjudication of the court would not cause any damage to the Company; therefore, the Company has not set the allowance for the contingent compensation which may incurred from the said litigation in the financial statements.

26. Reclassification of accounting transactions

Some transactions in which the equity method is applied and separate statements of financial position as at December 31, 2010, are newly reclassified so as to comply with reflection in which the equity is applied and separate statements of financial position as at December 31, 2011 which can be summarized as follows:

		(Unit : Baht)
<u>Transactions which formerly reflected</u>	<u>Reclassified</u>	Financial statement in which the equity method is applied/ <u>Separate financial statements</u>
Other current assets	Account receivable and other receivable	5,623,808.70
Deposit receipt from disposal of real estate	Account payable and other payable	1,727,400.00
Other current liabilities	Account payable and other payable	748,499.09
Performance retention receipt from contractor	Account payable and other payable	1,254,566.61

27. Events after the reporting period

At the board of directors' meeting No.1/2012 held on February 15, 2012, it is resolved to pay the dividend for the year 2011 to shareholders at the rate of Baht 0.01 per share totaling Baht 10.00 million.

28. Approval of financial statements

These financial statements in which the equity method is applied and separate financial statement were authorized for issue by the Company's board of directors on February 15, 2012.





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